

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

IN THE MATTER OF THE APPLICATION OF
GREAT WESTERN OPERATING COMPANY,
LLC FOR AN ORDER TO POOL ALL
INTERESTS IN FOUR APPROXIMATE 160-
ACRE WELLBORE SPACING UNITS FOR
SECTIONS 19, 20, 29 AND 30, TOWNSHIP 5
NORTH, RANGE 63 WEST, 6TH P.M. IN THE
CODELL-NIOBRARA FORMATION,
WATTENBERG FIELD, WELD COUNTY,
COLORADO

CAUSE NO.

DOCKET NO.

APPLICATION

COMES NOW Great Western Operating Company, LLC ("Applicant"), by its attorneys, Beatty & Wozniak, P.C., and makes this application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order pooling all interests in four approximate 160-acre wellbore spacing units for the drilling of the Peterson CX GH 30-26D Well (API No. 05-123-36151), the Peterson CX GH 30-27D Well (API No. 05-123- 36143), the Peterson CX GH 30-28D Well (API No. 05-123- 36170), and the Peterson CX GH 30-40D Well (API No. 05-123- 36152) (collectively "Wells") for the development of the Codell-Niobrara Formation on the following described lands:

Township 5 North, Range 63 West, 6th P.M.

Section 19: SE $\frac{1}{4}$ SE $\frac{1}{4}$ (WSU #1 - Peterson CX GH 30-26D)

Section 20: SW $\frac{1}{4}$ SW $\frac{1}{4}$

Section 29: NW $\frac{1}{4}$ NW $\frac{1}{4}$

Section 30: NE $\frac{1}{4}$ NE $\frac{1}{4}$

Section 19: S $\frac{1}{2}$ SE $\frac{1}{4}$ (WSU #2 - Peterson CX GH 30-27D)

Section 30: N $\frac{1}{2}$ NE $\frac{1}{4}$

Section 19: SW $\frac{1}{4}$ SE $\frac{1}{4}$, SE $\frac{1}{4}$ SW $\frac{1}{4}$ (WSU #3 - Peterson CX GH 30-28D)

Section 30: NW $\frac{1}{4}$ NE $\frac{1}{4}$, NE $\frac{1}{4}$ NW $\frac{1}{4}$

Section 29: SW $\frac{1}{4}$ NW $\frac{1}{4}$, NW $\frac{1}{4}$ SW $\frac{1}{4}$ (WSU #4 - Peterson CX GH 30-40D)

Section 30: SE $\frac{1}{4}$ NE $\frac{1}{4}$, NE $\frac{1}{4}$ SE $\frac{1}{4}$

Weld County, Colorado (hereinafter "Application Lands").

In support thereof, Applicant states and alleges as follows:

1. Applicant is a limited liability company duly authorized to conduct business in the State of Colorado, and is a registered operator in good standing with the Commission.
2. Applicant holds the right to operate on the Application Lands.

3. On February 19, 1992, the Commission issued Order No. 407-87 (amended August 20, 1993), which among other things, established 80-acre drilling and spacing units for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations, with the permitted well locations in accordance with the provisions of Order No. 407-1. Order Nos. 407-524, 407-526 and 407-573 also include portions of the Application Lands, but are not applicable and have no effect on the Application.

4. 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 of the Cretaceous Age Formations from the base of the Dakota Formation to the surface. On December 5, 2005, Rule 318A was amended 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 to, among other things, address drilling of horizontal wells. The Application Lands are subject to Rule 318A for the Codell-Niobrara Formation.

5. Applicant designated four approximate 160-acre wellbore spacing units for the Peterson CX GH 30-26D Well, the Peterson CX GH 30-27D Well, the Peterson CX GH 30-28D Well, and the Peterson CX GH 30-40D Well, as defined below, for the production of oil, gas, and associated hydrocarbons from the Codell-Niobrara Formation pursuant to Rule 318A. and notified the appropriate parties under Rule 318A.

6. Applicant, pursuant to Commission Rule 530 and/or the provisions of C.R.S. § 34-60-116 (6) and (7), hereby requests an order to pool all interests, including but not limited to, any nonconsenting interests, in the Application Lands for the development of the Codell-Niobrara Formation underlying the following designated wellbore spacing units:

Township 5 North, Range 63 West, 6th P.M.

Section 19: SE $\frac{1}{4}$ SE $\frac{1}{4}$ (WSU #1 - Peterson CX GH 30-26D)

Section 20: SW $\frac{1}{4}$ SW $\frac{1}{4}$

Section 29: NW $\frac{1}{4}$ NW $\frac{1}{4}$

Section 30: NE $\frac{1}{4}$ NE $\frac{1}{4}$

Section 19: S $\frac{1}{2}$ SE $\frac{1}{4}$ (WSU #2 - Peterson CX GH 30-27D)

Section 30: N $\frac{1}{2}$ NE $\frac{1}{4}$

Section 19: SW $\frac{1}{4}$ SE $\frac{1}{4}$, SE $\frac{1}{4}$ SW $\frac{1}{4}$ (WSU #3 - Peterson CX GH 30-28D)

Section 30: NW $\frac{1}{4}$ NE $\frac{1}{4}$, NE $\frac{1}{4}$ NW $\frac{1}{4}$

Section 29: SW $\frac{1}{4}$ NW $\frac{1}{4}$, NW $\frac{1}{4}$ SW $\frac{1}{4}$ (WSU #4 - Peterson CX GH 30-40D)

Section 30: SE $\frac{1}{4}$ NE $\frac{1}{4}$, NE $\frac{1}{4}$ SE $\frac{1}{4}$

7. Applicant requests that the Commission's pooling order be made effective as of the earlier of the date of this Application, or the date that the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of each of the Peterson CX GH 30-26D Well in WSU#1, the Peterson CX GH 30-27D Well in WSU#2, the Peterson CX GH 30-28D Well in WSU#3, and the Peterson CX GH 30-40D Well in WSU#4 to the Codell-Niobrara Formation on the Application Lands respectively.

8. Applicant certifies that copies of this Application will be served on all persons owning an interest in the mineral estate of the tracts to be pooled within seven (7) days of the date hereof, as

required by Rule 507.b(2), and that at least thirty (30) days prior to the hearing on this matter, each such interest owner not already leased or voluntarily pooled will be offered the opportunity to lease, or to participate in the drilling of the Wells, and will be provided with the information required by Rule 530 as applicable. The list of such interested parties is attached hereto as Exhibit A.

9. That in order to prevent waste and to protect correlative rights, all interests in WSU #1, WSU #2, WSU #3, and WSU #4 should be pooled for the orderly development of the Codell-Niobrara Formation, including any nonconsenting interests therein.

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

A. Pooling all interests in the Application Lands and WSU #1, WSU #2, WSU #3, and WSU #4 for the development of the Codell-Niobrara Formation.

B. Providing that the Commission's pooling order is made effective as of the earlier of the date of this Application, or the date that any of the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of the Peterson CX GH 30-26D Well in WSU#1, the Peterson CX GH 30-27D Well in WSU#2, the Peterson CX GH 30-28D Well in WSU#3, and the Peterson CX GH 30-40D Well in WSU#4 to the Codell-Niobrara Formation on the Application Lands respectively.

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 the Wells are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(6) and (7), and made subject to the cost recovery provisions thereof with respect to the drilling of the Peterson CX GH 30-26D Well in WSU#1, the Peterson CX GH 30-27D Well in WSU#2, the Peterson CX GH 30-28D Well in WSU#3, and the Peterson CX GH 30-40D Well in WSU#4 to develop the Codell-Niobrara Formation comprising the Application Lands.

D. For such other findings and orders as the Commission may deem proper or advisable in this matter.

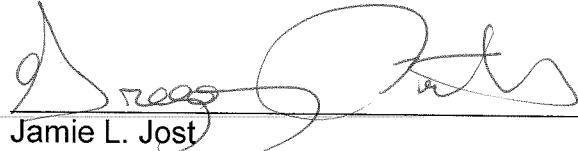
WHEREFORE, Applicant respectfully requests that this matter be set for hearing in July, 2013, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

Dated: May 29, 2013.

Respectfully submitted:

GREAT WESTERN OPERATING COMPANY, LLC

By:

A handwritten signature in black ink, appearing to read 'J. Jost', written over a horizontal line.

Jamie L. Jost

Gregory J. Nibert Jr.

Beatty & Wozniak, P.C.

Attorneys for Applicant

216 16th Street, Suite 1100

Denver, Colorado 80202

(303) 407-4499

Applicant's Address:

Great Western Operating Company, LLC

ATTN: K. Wade Pollard, CPL

1700 Broadway, Suite 650

Denver, CO 80290

VERIFICATION

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

K. Wade Pollard, of lawful age, being first duly sworn upon oath, deposes and says that he is the Land Manager for Great Western Operating Company, LLC and that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge, information and belief.

K. Wade Pollard *st*
K. Wade Pollard
Land Manager
Great Western Operating Company, LLC

Subscribed and sworn to before this 24 day of May, 2013.

Witness my hand and official seal.

[SEAL]

My commission expires: 3.25.17

JESSICA DANIELLE VIRGO
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20134020753
MY COMMISSION EXPIRES MARCH 25, 2017

[Signature]

EXHIBIT A

Anadarko E&P Company LP
1099 18th Street, Suite 1800
Denver, CO 80202

Anadarko Land Corp.
1675 Broadway, Suite 1200
Denver, CO 80202

Petroleum Development Corporation
(d/b/a PDC Energy)
1775 Sherman Street, #3000
Denver, CO 80203

OMX Corporation
290 Wilmont Road
Rochelle, NY 10804

Allen C. Stout (Esq.)
2620 S. Maryland Pkwy., #170
Las Vegas, NV 89109

Kerr-McGee Oil & Gas Onshore LP
1099 18th Street, Suite 1800
Denver, CO 80202

JAGI Capital Group
3609 Willomet Ct
Bedford, TX 76021

Bill Barrett Corporation
1099 18th Street, Suite 2300
Denver, CO 80202

Herman G. Peterson
30584 County Road 380
Kersey, CO 80644-9512

Herman & Dorothy Jean Peterson
30584 County Road 380
Kersey, CO 80644-9512

EnCana Oil and Gas (USA), Inc.
370 17th Street #1700
Denver, CO 80202

Canamax, LLC
1700 Broadway, Suite 650
Denver, CO 80290

Judy A. Ord
1955 Highway 136
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Michael J. Bernhardt
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Green Valley, AZ 85614

Joyce Cloer
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Rogers, AR 72758

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North Hills, CA 91343

Lynn D. Redman
3637 Olympic Blvd.
Billings, MT 59102

Lynn D. Redman
150 Barron Way
Kalispell, MT 59901

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20427 County Road 3
Wiggins, CO 80654

Rita Faye Peterson
12097 County Road 3
Wiggins, CO 80654

Magnus Eugene Tappan
3737 Staghorn Drive
Longmont, CO 80503

Magnus Eugene Tappan
420 E 57th Street, Lot 169
Loveland, CO 80538-1285

Twyla Louise Jorgensen
PO Box 672
Platteville, CO 80651-0672

LeRoy D. & Patty A. Peterson
43776 U.S. Hwy 34
Orchard, CO 80649

Nancy Colleen Baird
P.O. Box 1634
Weldon, CA 93283

Lance T. Peterson
3554 Meadowlark Drive
Casper, WY 82604

Troy S. Peterson
P.O. Box 91
Story, WY 82842

Cody P. Peterson
22971 Weld C.R. 53
Kersey, CO 80644

Travis W. Peterson
3122 X Avenue
Elberon, IA 52225

Betty Hatfield
P.O. Box 31
Kersey, CO 80644

Bill Peterson
1604 N. Pak Street
Burnett, TX 78611

Larry Peterson
15251 Weld County Road 86
Pierce, CO 80650

Richard Peterson
230 Dancer Road
Arthur, NE 69121

Henry Karre, a/k/a Henry M. Karre
PO Box 42
Nunn, CO 80648-0042

Holly Ann King
339 50th Avenue Place
Greeley, CO 80634

Preston Henry Lee Karre Trust,
Cache Bank and Trust, Trustee
4601 West 20th Street
Greeley, CO 80634

Tyla Anna Marie Karre Trust,
Cache Bank and Trust, Trustee
4601 West 20th Street
Greeley, CO 80634

R & R Farms
24334 County Road 61
Kersey, CO 80644

Cache National Bank
Cache Bank & Trust
4601 West 20th Street
Greeley, CO 80634

Judy Ord
952 Hiawatha Hwy
Bellvue, CO 80512-0000

Raymond John Peterson
12097 County Road 3
Wiggins, CO 80654

The Croke Revocable Trust
258 S. Ulukoa Place
Lahaina, HI 96761

The Riverside Irrigation District
221 East Kiowa
Fort Morgan, CO 80701

William Henry Peterson
Trustee of the WHO Mineral Trust
1604 Oak St.
Burnet, Burnet County, TX 78611

JBS Five Rivers Ranch Cattle Feeding, LLC
1770 Primontory Cir.
Greeley, CO 80634

Noble Energy Inc.
1625 Broadway, Suite 2200
Denver, CO 80202

Doris A. Rice and the Heirs or Assigns of Harold
E. Rice, deceased
Address Unknown

Darrell E. Rice
11220 W. Exposition Avenue
Lakewood, CO 80226

James W. Rice
3001 70th Avenue
Greeley, CO 80634

Nancy K. Sherrill
PO Box 490
Byers, CO 80103

Joan Sprangler
831 Briarwood Court
Longmont, CO 80501

Colorado Land Services, LLC
1051-D West Highway 34
Loveland, CO 80537

Francis Royalties, LLC
6600 W. 20th Street, Unit 12
Greeley, CO 80634

Petroleum Exploration & the Management, LLC
20203 Highway 60
Platteville, CO 80651

MF Energy, LLC
200 Commerce Street
Smithfield, VA 23430

N&R Investment Company
5660 Sepulveda Blvd
Van Nuys, CA 91411

Eleanor Jo Anne McCargar
20427 County Road 3
Wiggins, CO 80654

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Notary Public