

**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 AN APPROXIMATE 640-ACRE DESIGNATED WELLBORE SPACING UNIT IN SECTION 11, TOWNSHIP 3 NORTH, RANGE 68 WEST, 6TH P.M., FOR THE CODELL- NIOBRARA FORMATION, WATTENBERG FIELD, WELD COUNTY, COLORADO	CAUSE NO. DOCKET NO.
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APPLICATION

COMES NOW Great Western Operating Company, LLC ("Applicant"), by its attorneys, Jost & Shelton Energy Group, P.C., and makes this application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order to pool all interests within an approximate 640-acre wellbore spacing unit for the drilling of the Postle IC 11-4HN Well, (API No. 05-123-37821) ("Well") for the development of the Codell-Niobrara Formation on the following described lands:

Township 3 North, Range 68 West, 6th P.M.
Section 11: ALL

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

In support thereof, Applicant states and alleges as follows:

1. Applicant is a corporation duly authorized to conduct business in the State of Colorado, and is a registered operator in good standing with the Commission.
2. Applicant owns certain leasehold interests in the Application Lands.
3. On February 19, 1992, the Commission entered Order No. 407-87 (amended August 20, 1993), which among other things, established 80-acre drilling and spacing units for the production of oil and/or gas from the Niobrara Formation underlying certain lands, with the permitted well locations in accordance with the provisions of Order No. 407-1 and allowed downhole commingling of production from the Codell and Niobrara Formations.
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.

5. On July 29, 2013, the Commission entered Order No. 407-833, which, among other things, established an approximate 640-acre horizontal drilling and spacing unit consisting of Section 11, Township 3 North, Range 68 West, 6th P.M., and approve up to twelve horizontal wells within the unit, for the production of oil, gas, and associated hydrocarbons from the Codell-Niobrara Formation.

6. Applicant designated the 640-acre wellbore spacing unit, 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.

7. 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 in the Codell-Niobrara Formation underlying the following approximate 640-acre designated wellbore spacing unit:

Township 3 North, Range 68 West, 6th P.M.
Section 11: ALL

(hereafter "Wellbore Spacing Unit").

8. 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) are first incurred for the drilling of the Well to the Codell-Niobrara Formation on the Application Lands.

9. 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 Well, 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.

10. That in order to prevent waste and to protect correlative rights, all interests in the Wellbore Spacing Unit 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 the Wellbore Spacing Unit 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) are first incurred for the drilling of the Well in the Wellbore Spacing Unit to the Codell-Niobrara Formation on the Application Lands.

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 Well 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 Well drilled to develop the Codell-Niobrara Formation in the Wellbore Spacing Unit comprising the Application Lands.

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

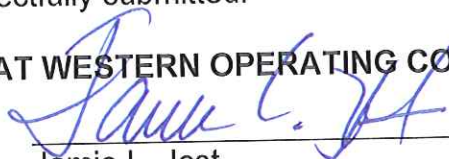
WHEREFORE, Applicant respectfully requests that this matter be set for hearing in March 2014, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

Dated: January 16, 2014.

Respectfully submitted:

GREAT WESTERN OPERATING COMPANY, LLC

By:



Jamie L. Jost

Joseph M. Evers

Jost & Shelton Energy Group, P.C.

Attorneys for Applicant

1675 Larimer St., Suite 1400

Denver, Colorado 80202

(720) 379-1812

Applicant's Address:

Great Western Operating Company, LLC

ATTN: Santiago Rodriguez

1700 Broadway, Suite 650

Denver, CO 80290

VERIFICATION

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

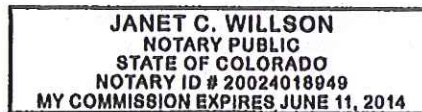
K. Wade Pollard, of lawful age, being first duly sworn upon oath, deposes and says that he is the Land Manager for Great Western Operating Company, LLC and that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge, information and belief.

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

Subscribed and sworn to before this 16th day of January, 2014.

Witness my hand and official seal.

[SEAL]



My commission expires: 6/11/2014

Janet C. Willson
Notary Public

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WEST, 6TH P.M., FOR THE CODELL-
NIOBRARA FORMATION, WATTENBERG
FIELD, WELD COUNTY, COLORADO

DOCKET NO.

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


Joseph M. Evers

Subscribed and sworn to before me this 16 day of January 2014.

Witness my hand and official seal.

[SEAL]

My commission expires: 9/18/17

Handwritten Signature

Notary Public

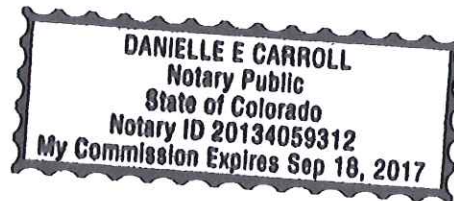


EXHIBIT A

Great Western Operating Company, LLC
1801 Broadway, Suite 500
Denver, CO 80202

Bruce T. Barker, Esq.
Weld County Commissioner Office
P.O. Box 758
Greeley, CO 80634

Postle Properties III, LLC
3168 5th St.
Boulder, CO 80304

WCR 34 & Hwy 25-220, LLC
c/o McRae Group of Companies
8800 N. Gainey Center Dr., Ste. 255
Scottsdale, AZ. 85258

Timothy O. Powers
4920 County Road 36
Platteville, CO. 80651

Bill McKee
6333 Hwy. 113
Carbondale, CO. 81623

Kent W. Harris & Signe A. Harris
4728 WCR 34
Platteville, CO. 80651

The Powers Family Trust
Shirley E. Powers, Trustee
4920 County Road 36
Platteville, CO. 80651

Daniel L. Vavrina
4531 WCR 34
Platteville, CO. 80651

Wilfred R. Schulz & Margaret Schulz
4060 County Road 36
Mead, CO. 80542

The Sheila G. Boll Living Trust
Sheila G. Boll, Trustee
4839 County Road 34
Platteville, CO. 80651

Timothy O. Powers & Gail M. Powers
4920 County Road 36
Platteville, CO. 80651

Shirley E. Powers
4920 County Road 36
Platteville, CO. 80651

Robert A. Latimer & Tatyana G. Latimer
P.O. Box 1201
Loveland, CO. 80539

Philip D. Powers & Debra J. Powers
4608 County Road 36
Platteville, CO. 80651

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

Great Western Railway of Colorado, LLC
252 Clayton Street, 4th Floor
Denver, CO. 80204

Sekich Echeverria Co.
6790 County Road 32
Platteville, CO. 80651
Attn: Mr. Nick Sekich, Jr.

Kazeem A.N. Reyhani & Hoorieh S.
Reyhani
8283 North Foothill Highway
Boulder, CO. 80303

Grizzly Petroleum Company, LL
1801 Broadway, Suite 500
Denver, CO 80202

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

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DOCKET NO. 1403-UP-58

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


Joseph M. Evers

DANIELLE E CARROLL
Notary Public
State of Colorado
Notary ID 20134059312
My Commission Expires Sep 18, 2017



Notary Public