**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 THREE APPROXIMATE 320-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNITS, AND THREE 160-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNITS IN SECTION 2, TOWNSHIP 6 NORTH, RANGE 67 WEST, 6TH P.M., AND SECTION 35, TOWNSHIP 7 NORTH, RANGE 67 WEST, 6TH P.M., FOR THE NIOBRARA AND CODELL FORMATIONS, WATTENBERG FIELD, WELD COUNTY, COLORADO | CAUSE NO.<br><br>DOCKET NO. |

## 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 four (4) approximate 320-acre designated horizontal Wellbore Spacing Units ("WSU"), as defined below, and three (3) approximate 160-acre designated horizontal Wellbore Spacing Units for the the Bower FD 02-0122HN Well (API No. Pending), the Bower FD 02-082HN Well (API No. Pending), the Bower FD 02-002HN Well (API No. Pending), the Bower FD 02-0159HC Well (API No. Pending), the Bower FD 02-042HC Well (API No. Pending), and the Bower FD 02-039HN Well (API No. Pending) (collectively "Wells"), for the development of the Niobrara and Codell Formations on the following described lands:

Township 6 North, Range 67 West, 6th P.M. **WSU #1, #2**
Section 2: N½

320 acres, more or less, Weld County, Colorado.

Township 6 North, Range 67 West, 6th P.M. **WSU #3**
Section 2: N½N½

Township 7 North, Range 67 West, 6th P.M.
Section 35: S½S½

320 acres, more or less, Weld County, Colorado.

Township 6 North, Range 67 West, 6th P.M. **WSU #4**
Section 2: S½N½

160 acres, more or less, Weld County, Colorado.

Township 6 North, Range 67 West, 6th P.M. **WSU #5, #6**
Section 2: N½N½

160 acres, more or less, Weld County, Colorado

(hereinafter collectively as "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 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 the drilling of horizontal wells.

4. On February 19, 1992, the Commission entered Order No. 407-87, which among other things, approves the request to establish spacing for the Niobrara Formation for certain lands previously spaced for the Codell Formation and to allow the downhole commingling of production from the Codell and Niobrara Formations.

5. On January 27, 2014, the Commission entered Order No. 407-934, which among other things, approves the request for an order to pool all interests in an approximate 400-acre designated wellbore spacing unit established for certain lands in Sections 1, 2, 11 and 12, Township 6 North, Range 67 West, 6th P.M., for the development and operation of the Codell Formation. Order No. 407-934 does not affect this Application or the Wells proposed herein.

6. Applicant designated the three (3) approximate 320-acre horizontal Wellbore Spacing Units, and the three (3) approximate 160-acre horizontal Wellbore Spacing Units for the production of oil, gas, and associated hydrocarbons from the Niobrara and Codell Formations 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 within the Wellbore Spacing Unit, including but not limited to, any nonconsenting interests and leased mineral interests, in the Application Lands in the Niobrara Formation underlying the following approximate 320-acre Wellbore Spacing Unit for the Bower FD 02-0122HN Well (API No. Pending):

Township 6 North, Range 67 West, 6th P.M.
Section 2: N½

(hereafter "WSU #1").

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 Bower FD 02-0122HN Well (API No. Pending) to the Niobrara Formation on the Application Lands.

9. 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 within the Wellbore Spacing Unit, including but not limited to, any nonconsenting interests and leased mineral interests, in the Application Lands in the Niobrara Formation underlying the following approximate 320-acre Wellbore Spacing Unit for the Bower FD 02-082HN Well (API No. Pending):

Township 6 North, Range 67 West, 6th P.M.
Section 2: N½

(hereafter "WSU #2").

10. 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 Bower FD 02-082HN Well (API No. Pending) to the Niobrara Formation on the Application Lands.

11. 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 within the Wellbore Spacing Unit, including but not limited to, any nonconsenting interests and leased mineral interests, in the Application Lands in the Niobrara Formation underlying the following approximate 320-acre Wellbore Spacing Unit for the Bower FD 02-002HN Well (API No. Pending):

Township 6 North, Range 67 West, 6th P.M.
Section 2: N½N½

Township 7 North, Range 67 West, 6th P.M.

Section 35: S½S½

(hereafter "WSU #3").

12. 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 FD 02-002HN Well (API No. Pending) to the Niobrara Formation on the Application Lands.

13. 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 within the Wellbore Spacing Unit, including but not limited to, any nonconsenting interests and leased mineral interests, in the Application Lands in the Codell Formation underlying the following approximate 160-acre Wellbore Spacing Unit for the Bower FD 02-0159HC Well (API No. Pending):

Township 6 North, Range 67 West, 6th P.M.
Section 2: S½N½

(hereafter "WSU #4").

14. 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 Bower FD 02-0159HC Well (API No. Pending) to the Codell Formation on the Application Lands.

15. 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 within the Wellbore Spacing Unit, including but not limited to, any nonconsenting interests and leased mineral interests, in the Application Lands in the Codell Formation underlying the following approximate 160-acre Wellbore Spacing Unit for the Bower FD 02-042HC Well (API No. Pending):

Township 6 North, Range 67 West, 6th P.M.
Section 2: N½N½

(hereafter "WSU #5").

16. 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 Bower FD 02-042HC Well (API No. Pending) to the Codell Formation on the Application Lands.

17. 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 within the

Wellbore Spacing Unit, including but not limited to, any nonconsenting interests and leased mineral interests, in the Application Lands in the Niobrara Formation underlying the following approximate 160-acre Wellbore Spacing Unit for the Bower FD 02-039HN Well (API No. Pending):

Township 6 North, Range 67 West, 6th P.M.
Section 2: N½N½

(hereafter "WSU #6").

18. 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 Bower FD 02-039HN Well (API No. Pending) to the Niobrara Formation on the Application Lands.

19. 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, including leased mineral interest owners, 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.

20. That in order to prevent waste and to protect correlative rights, all interests in each of the Wellbore Spacing Units should be pooled for the orderly development of the Niobrara and Codell Formations, 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 four (4) approximate 320-acre designated horizontal Wellbore Spacing Units, and three (3) approximate 160-acre designated horizontal Wellbore Spacing Units established on Application Lands for the development of the Niobrara and Codell Formations.

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 Bower FD 02-0122HN Well (API No. Pending), the Bower FD 02-082HN Well (API No. Pending), the Bower FD 02-002HN Well (API No. Pending), the Bower FD 02-0159HC Well (API No. Pending), the Bower FD 02-042HC Well (API No. Pending), or the Bower FD 02-039HN Well (API No. Pending) to the Niobrara and Codell Formations 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 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 Wells drilled to develop the Niobrara and Codell Formations in the Wellbore Spacing Units 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 September 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: July 17th, 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 Street, Suite 420
Denver, Colorado 80202
(720) 379-1812

Applicant's Address:
Great Western Operating Company, LLC
ATTN: K. Wade Pollard
1801 Broadway, Suite 500
Denver, CO 80202

## VERIFICATION

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

Steve R. Stacy, of lawful age, being first duly sworn upon oath, deposes and says that he is the Senior Vice President of Land 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.

Steve R. Stacy
Senior Vice President of Land
Great Western Operating Company, LLC

Subscribed and sworn to before me this 17th day of July 2014.

Witness my hand and official seal.

[SEAL]

JANET C WILLSON
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID # 20024018949
MY COMMISSION EXPIRES JUNE 11, 2018

My commission expires: 6/11/2018

NOTARY PUBLIC

**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 THREE APPROXIMATE 320-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNITS, AND THREE 160-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNITS IN SECTION 2, TOWNSHIP 6 NORTH, RANGE 67 WEST, 6TH P.M., AND SECTION 35, TOWNSHIP 7 NORTH, RANGE 67 WEST, 6TH P.M., FOR THE NIOBRARA AND CODELL FORMATIONS, WATTENBERG FIELD, WELD COUNTY, COLORADO | CAUSE NO.<br><br>DOCKET NO. |

**AFFIDAVIT OF MAILING**

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

I, Jamie Jost of lawful age, and being first duly sworn upon my oath, state and declare that I am the attorney for Great Western Operating Company, LLC, and that on or before the 24th day of July, 2014, I caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

Jamie L. Jost

Subscribed and sworn to before me on this 17th day of July, 2014.

Witness my hand and official seal.

My commission expires: 06/16/2018.

CHARLOTTE LAWLESS
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20144023899
MY COMMISSION EXPIRES JUNE 16, 2018

Notary Public

**Exhibit A**
**Bower Well – N/2**

Timber Ridge Resources, LLC
3003 East Harmony Road, Suite 400
Fort Collins, CO 80528

Charles J Manweiler and Linda Hess
10625 Weld County Road 72
Windsor, CO 80550

Bruce E Lind, Alan W Lind,
Mona K Lind Norton
11409 3rd Street SW
Killdeer, North Dakota 58640

Loup Reservior Company
39828 Hilltop Circle
Ault, CO 80610

Thomas G Francis
P.O. Box 10
Windsor, CO 80550

Thomas G Francis And Severance
Investment Group LLC
P.O. Box 10
Windsor, CO 80550

Mosier Quartet
5796 South Pagosa Way
Centennial, CO 80015

Town of Severance,
a Colorado municipal corporation
P. O. Box 122
Severance, CO 80546

Shirley E. Proctor and
Randy A. Proctor, JT's
1013 Van Buren Avenue
Loveland, CO 80537

Heidi Jane Baughman,
also known as
Heidi Jane (Martin) Baughman
(a single woman)
5652 South Yank Court
Littleton, CO 80127

Duane G. Steinbrecher
(a married man dealing in his
sole and separate property)
618 42nd Avenue
Greeley, CO 80634

Jeremy A. Steinbrecher
(a single man)
430 30th Avenue
Greeley, CO 80634

Jeremy A. Steinbrecher
(a single man)
430 30th Avenue
Greeley, CO 80634

Kimberly A. Sloan
(a single woman)
3221 West 5th Street Road
Greeley, CO 80634

Marc L. Steinbrecher
(a single man)
85 West Aviary Way
Gilbert, AZ 85233

Bruce L. Steinbrecher
(a married man dealing in his
sole and separate property)
3405 West 18th Street
Greeley, CO 80634

Susan Kay Smith
(Spouse: Dale Smith)
9003 West Arbor Avenue
Littleton, CO 80123

Steve Ray Martin,
also known as
Steve R. Martin
(a single man)
7794 South Brentwood
Littleton, CO 80128

Keith A. Smith
(Spouse: Nellie J. Smith,
also known as
Marilyn J. Smith)
4861 East State Highway 60
Johnstown, CO 80534

Herman Altergott
(a married man dealing in his
sole and separate property)
2117 44th Avenue
Greeley, CO 80634

Steve Ray Martin,
also known as
Steve R. Martin
(a single man)
7794 South Brentwood
Littleton, CO 80128

Duane G. Steinbrecher
(a married man dealing in his
sole and separate property)
618 42nd Avenue
Greeley, CO 80634

Kimberly A. Sloan
(a single woman)
3221 West 5th Street Road
Greeley, CO 80634

Ruth Barsch
(Spouse: F. W. Barsch)
2441 North 35th Avenue
Greeley, CO 80631

Karen Ann Felte Lecuyer,
also known as
Karen Felte Lecuyer
270 South College Street
Carlisle, PA 17013

Carla Felte Robb, as Trustee of
The Carla Felte Robb Revocable
Living Trust, a Florida Trust
11613 Kensington Court
Boca Raton, FL 33428

Carla Felte Robb, as Trustee of
The Carla Felte Robb Revocable
Living Trust, a Florida Trust
11613 Kensington Court
Boca Raton, FL 33428

Sandra Lynn Felte Schwartz,
also known as
Sandra Schwartz
661 Wild Ridge Lane
Lafayette, CO 80026

Richard H. Schlagel and
Joanne Schlagel,
also known as
Joanne M. Schlagel, h/w
36841 Weld County Road 21
Windsor, CO 80550

Town of Severance,
a Colorado municipal corporation
P. O. Box 122
Severance, CO 80546

Heidi R. Shupe
33259 Pikes Peak Drive
Eaton, CO 80615

The heirs or devisees of
Paul Lind, deceased
(Spouse: Florence O. Lind)
9672 Weld County Road 74
Windsor, CO 80550

Luke L. Lind
12776 Weld County Road 74
Eaton, CO 80525

Steven H. Lind
4014 South Lemay Avenue
Fort Collins, CO 80525

Janice K. Lind
11856 Rocio Street, #200
Fort Myers, FL 33912

Kenneth F. Lind
38801 Weld County Road 23
Eaton, CO 80615

Kim Lind-Dorsey, as Personal
Representative of the Estate of
Larry H. Lind
35291 Weld County Road 41
Eaton, CO 80635

DKN Development, LLC,
a Colorado limited liability company
2762 24th Street
Greeley, CO 80631

First National Bank of Stratton,
a Colorado banking corporation
P.O. Box 286
Stratton, CO 80836-0286

JDG Investments, LLC,
a Colorado limited liability company
570 Paseo Verde Court
Mesquite, NV 89027-7605

Michael D. Hergenreder and
Gina L. Hergenreder, JT's
6903 Weld County Road 80
Fort Collins, CO 80524

Thomas George Petersen and
Christine Diane Petersen, JT's
10822 Weld County Road 74
Windsor, CO 80550

Noffsinger Manufacturing Co., Inc.,
a Colorado corporation
P. O. Box 1150
Greeley, CO 80632

Scotch Pine-Severance Owners
Association, Inc.,
a non-profit corporation
P. O. Box 130
Severance, CO 80546-0130

Belfiore Properties, LLC,
a Colorado limited liability company
4615 21st Street Circle
Greeley, CO 80634

Mona K. Norton
Route 3, Box 32
Kildeer, ND 98640

385 Scotch Pine LLC,
a Colorado limited liability company
c/o Kevin King
21401 Friendly Bay Lane
Nevis, MN 56467-4143

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

Extraction Oil & Gas, LLC
1888 Sherman Street, Suite 200
Denver, CO 80203

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

PDC Energy
1775 Sherman Street, Suite 3000
Denver, CO 80203

Anadarko E&P
ATTN: Shea Kauffman
1099 18th Street, Suite 1800
Denver, CO 80202

Synergy Resources
20203 Colorado 60
Platteville, CO 80651

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