

**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 1,280-ACRE DRILLING AND SPACING UNIT LOCATED IN SECTIONS 15 AND 16, TOWNSHIP 6 NORTH, RANGE 68 WEST, 6TH P.M., FOR THE DEVELOPMENT/OPERATION OF 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 (Operator No. 10110) ("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 1,280-acre drilling and spacing unit, for the development of the Codell-Niobrara Formation on the following described lands:

Township 6 North, Range 67 West, 6th P.M.
Section 15: All
Section 16: All

1,280 acres, more or less, 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 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 (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-Niobrara Formation underlying certain lands, including the Application Lands, with the permitted well locations in accordance with the provisions of Order No. 407-1.

5. On January 7, 2013, the Commission entered Order No. 407-741, which 1) vacated the approximate 80-acre drilling and spacing units established by Order No. 407-87 for Section 16 of the Application Lands 2) established an approximate 640-acre drilling and spacing unit consisting of Section 16 of the Application Lands, and 3) approved up to seven (7) horizontal wells within each unit, for the development and operation of the Codell-Niobrara Formation, with the treated interval of the horizontal wellbores to be no closer than 460 feet from the unit boundaries, and no closer than 150 feet from the treated interval of any other wellbore located in the unit, without exception being granted by the Director.

6. On July 29, 2013, the Commission entered Order No. 407-848, which pooled all interests in the approximate 640-acre drilling and spacing unit established by Order No. 407-741 for Section 16, Township 6 North, Range 67 West, 6th P.M., for the development and operation of the Codell-Niobrara Formation.

7. On June 17, 2014, the Commission entered Order No. 407-1027, which pooled all interests in two approximate 640-acre designated wellbore spacing units, both of which cover the N $\frac{1}{2}$ N $\frac{1}{2}$ of Section 16 of the Application Lands, and other lands, for the development and operation of the Codell and/or Niobrara Formations.

8. On September 15, 2014, the Commission entered Order No. 407-1107, which applied the cost recovery provisions of C.R.S. § 34-60-116(7) to any non-consenting owners within the approximate 640-acre drilling and spacing unit established by Order No. 407-741 for Section 16, Township 6 North, Range 67 West, 6th P.M. for the DeTienne FD 16-022HC Well (API No. 05-123-39630).

9. Applicant has concurrently filed an application herewith, to be heard at the Commission's March hearing, which seeks to, among other things, 1) reduce the number of wells allowed in the approximate 640-acre drilling and spacing unit established by Order No. 407-741 to one, 2) establish an approximate 1,280-acre drilling and spacing unit covering the Applications Lands and 3) authorize up to twenty-one (21) horizontal wells in order to efficiently and economically recover the oil, gas and associated hydrocarbons within said 1,280-acre drilling and spacing unit from the Codell-Niobrara Formation.

10. 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 drilling and spacing unit, including but not limited to, any non-consenting interests and leased mineral interests, in the Application Lands in the Codell-Niobrara Formation underlying the following approximate 1,280-acre drilling and spacing unit:

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

Section 15: All

Section 16: All

1,280 acres, more or less, Weld County, Colorado.
(hereinafter "Application Lands")

11. 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 any well to the Codell-Niobrara Formation in the Application Lands.

12. 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-five (35) 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(s), 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.

13. That in order to prevent waste and to protect correlative rights, all interests in the drilling and spacing unit should be pooled for the orderly development of the Codell-Niobrara Formation, including any non-consenting 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 an approximate 1,280-acre drilling and spacing unit established for the Application Lands 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 any well to the Codell-Niobrara Formation in 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(s) 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(s) drilled to develop the Codell-Niobrara Formation in the drilling and spacing unit composing 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 2015, 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: December 22nd, 2014.

Respectfully submitted:

GREAT WESTERN OPERATING COMPANY, LLC

By: 

Jamie L. Jost
James P. Parrot
Jost & Shelton Energy Group, P.C.
Attorneys for Applicant
1675 Larimer St., Suite 420
Denver, Colorado 80202
(720) 379-1812

Applicant's Address:

Great Western Operating Company, LLC
ATTN: Steve R. Stacy
1801 Broadway, Suite 500
Denver, CO 80202

VERIFICATION

STATE OF COLORADO

CITY AND COUNTY OF DENVER

)
) ss.
)

Hal Writer, of lawful age, being first duly sworn upon oath, deposes and says that he is the Landman 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.

9/2/22

Hal Writer
Landman Manager
Great Western Operating Company, LLC

Subscribed and sworn to before me this 22nd day of December 2014.

Witness my hand and official seal.

[SEAL]

My commission expires: 6/11/2018

Janet C. Wilson
Notary Public

Notary Public

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

IN THE MATTER OF THE APPLICATION OF GREAT WESTERN OPERATING COMPANY, LLC, FOR AN ORDER TO POOL ALL INTERESTS IN AN APPROXIMATE 1,280-ACRE DRILLING AND SPACING UNIT LOCATED IN SECTIONS 15 AND 16, TOWNSHIP 6 NORTH, RANGE 68 WEST, 6TH P.M., FOR THE DEVELOPMENT/OPERATION OF THE CODELL-NIOBRARA FORMATION, WATTENBERG FIELD, WELD COUNTY, COLORADO	CAUSE NO. DOCKET NO.
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STATE OF COLORADO)
)ss.
CITY AND COUNTY OF DENVER)

James P. Parrot

My commission expires:

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

Exhibit A

516 MAIN STREET
2413 TURNBERRY RD
FT COLLINS, CO 80524

DONALD ELMER ABBOTT
107 7TH ST
WINDSOR, CO 80550

AMIGO FARMS INC
1853.0 B CHESAPEAKE CR
JOHNSTOWN, CO 80534

IRENE ANDREWS
PO BOX 502
WINDSOR , CO 80550

ANNE M CHASE REV TR DTD 8-4-04
ANNE M CHASE TRUSTEE
105.0 N CHIMNEY PARK DR
WINDSOR , CO 80550-5043

GARY E BENDICKSON AND
LORY M BENDICKSON
44.0 VERONICA DR
WINDSOR, CO 80550

COLLEEN SANDRA BERENS
116.0 MAIN ST
WINDSOR , CO 80550

DUANE BERTSCH AND
DEBORAH BERTSCH
333 TELLURIDE DR
WINDSOR , CO 80550-0636

DUANE R BEST AND
MARLA SWANSON
625 ASH ST
WINDSOR , CO 80550

BN LEASING CORPORATION
2650 LOU MENK DR
FT WORTH, TX 76131

BNSF RAILWAY COMPANY
LOCKBOX 676167
DALLAS , TX 75267-6167

BOJACS INC
252 CLAYTON ST
DENVER, CO 80206

KAREN A BREEDEN AND
ROBERT A BREEDEN
631 ASH ST
WINDSOR, CO 80550

BRENIMAN FARMS LLC
301 E CHESTNUT ST
WINDSOR, CO 80550

ELLA BRISENO AND
JAMES BARBER
115 ASH ST
WINDSOR, CO 80550

KATHLEEN P BROWN
520 MOONGLOW DR
WINDSOR, CO 80550

TILLIE L BRYAN LIFE ESTATE
625 CEDAR ST
WINDSOR, CO 80550

BRIAN M BURNETTE AND
HEIDI J BURNETTE
231 SARATOGA DR
WINDSOR, CO 80550

JASON BUSCHMANN AND
DAWN M BUSCHMANN
141 VERONICA DR
WINDSOR, CO 80550

JOHN THOMAS BUXMANN AND
MARY SUSANNA BUXMANN
129 ASH ST
WINDSOR, CO 80550

KATHLEEN E CALKINS
317 N 7TH ST
WINDSOR, CO 80550

MATT CHASE AND
CHRISTINE CHASE
115 N CHIMNEY PARK DR
WINDSOR , CO 80550-5043

MICHAEL LEE CHRISTENSEN AND
GILLIAN MARY CHRISTENSEN
225 N CHIMNEY PARK DR
WINDSOR , CO 80550-5045

KATHLEEN E CLAUS TRUST
KATHLEEN E CLAUS TRUSTEE
226 N 6TH ST
WINDSOR , CO 80550

COLORADO DEPT OF
TRANSPORTATION
1420 2ND ST
GREELEY, CO 80631

DANIEL LEE CHASE REVOC TST
DANIEL L & ANN M CHASE CO-TTEE
105 N CHIMNEY PARK DR
WINDSOR , CO 80550-5043

DANIEL C DOTSON
215 N 6TH ST
WINDSOR, CO 80550

ERICK W DRESCHER
229 N CHIMNEY PARK DR
WINDSOR , CO 80550-5045

EDMUND J DUGGAN
PO BOX 340
WINDSOR , CO 80550

MATTHEW ELLIS AND
JACQUELYN R ELLIS
1109 NANTUCKET ST
WINDSOR, CO 80550

SONIA ETL
5998 CR 25
MERINO , CO 80741

GWENDOLYN K FERRIS AND
TERRY W FERRIS
201 N 7TH ST
WINDSOR, CO 80550

ROBERT W FOLBRECHT AND
JOYCE DUROL-FOLBRECHT
33700 CR 15
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ROBERT M FRY AND
JOAN M FRY
109 VERONICA DR
WINDSOR , CO 80550-5000

NADAR GHAFARVAND
400 N 66TH AVE
GREELEY, CO 80634

JANICE E GLINES
418 MAIN ST
WINDSOR, CO 80550

GOLDEN DELANEY LLC
426 MAIN ST
WINDSOR, CO 80550

GRACE RIVER CHURCH
1248 TEAKWOOD CT
WINDSOR, CO 80550

BONNIE LONDERGAN HAM AND
DAVIE HAM
3903 PLATTE DR
FT COLLINS, CO 80526

JOHN M HAMILTON AND
KRISTIN L HAMILTON
540 MOONGLOW DR
WINDSOR, CO 80550

JESSICA L HECKMAN
108 MAIN ST
WINDSOR, CO 80550

RUBEN HINOJOSA AND
SUSAN HINOJOSA
5506 FLAMBORO DR
WINDSOR, CO 80550

GEORGIA S HOLDEN
10 MAIN ST
WINDSOR, CO 80550

MICHAEL K HOUSEHOLDER
AND CAROL A HOUSEHOLDER
455 PELICAN COVE
WINDSOR , CO 80550

JOHN B HOUTCHENS
822 7TH ST STE 270
GREELEY , CO 80631-3986

DIANA SUE IHFE
621 CEDAR CT
WINDSOR, CO 80550

JAM INVESTMENTS
7299 WHITEWORTH CR
FT COLLINS, CO 80528

KATHLEEN JONES
120 MAIN ST
WINDSOR, CO 80550

KERN RESERVOIR AND DITCH CO
301 WALNUT ST
WINDSOR , CO 80550

JASON K KINGERY
AND CATHERINE K KINGERY
862 DURUM ST
WINDSOR , CO 80550

KMS OF COLORADO LLC
C/O KAREN KUNZ
631 BIRCH ST UNIT A
WINDSOR , CO 80550-5053

ARLEN R KOEHLER AND
DONNA KOEHLER
431 WALNUT ST
WINDSOR , CO 80550-5143

KAREN M KUNZ
631 BIRCH ST UNIT A
WINDSOR, CO 80550

AARON J LOPEZ AND
SARA A LOPEZ
84 VERONICA DR
WINDSOR, CO 80550

LUPE LOPEZ AND
JO ANNE L LOPEZ
112 MAIN ST
WINDSOR , CO 80550-5014

LOT HOLDING INVESTMENTS LLC
301 CENTENNIAL DR
MILLIKEN , CO 80543

M&M VENTURES LLC
612 MAIN ST
WINDSOR, CO 80550

MANWEILER AND HESS LLC
10625 CR 72
WINDSOR, CO 80550

MAPA INVESTMENTS LLC
34 N SHORES CR
WINDSOR, CO 80550

DENISE L MARQUARDT
414 A MAIN ST
WINDSOR, CO 80550

BOBBIE C MASTERS AND
BARBARA K , JOHN V MASTERS
129 OAK ST
WINDSOR, CO 80550

MARTHA MAXWELL
203 BIRCH ST
WINDSOR , CO 80550

MONA R MCCARTHY
C/O KELLY MANNON
410 ELM ST
WINDSOR , CO 80550-5248

R KENT MCDANIEL
22 MAIN ST
WINDSOR , CO 80550

ALEX MEDINA AND
DORA M MEDINA
114 N 6TH ST
WINDSOR, CO 80550

JEANETTE Y MERCER AND
KENT A MERCER
222 N 6TH ST
WINDSOR, CO 80550

MICHAEL D MILLER AND
KENDRA MILLER
201 BIRCH ST
WINDSOR , CO 80550

DOUGLAS E MOREY AND
TRACY L MOREY
124 MAIN ST
WINDSOR, CO 80550

DONOVAN J NICKEL
127 N CHIMNEY PARK
WINDSOR, CO 80550

HELEN G NIEKELSKI TRUST
211 SARATOGA DR
WINDSOR, CO 80550

SANTIAGO NINO
AND MONICA C NINO
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DANIEL NOEL AND
RITA NOEL
1221 CRESCENT DR
WINDSOR, CO 80550

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220 N 6TH ST
WINDSOR, CO 80550

VICTOR RAYMOND OLDRIGHT
220 N 6TH ST
WINDSOR, CO 80550

OTHER SIDE OF THE RAINBOW LLC
9 ELM ST
WINDSOR, CO 80550

PAL II LTD
PO BOX 6666
DENVER , CO 80206-0666

BAYLIE RAE PARTRIDGE AND
WILLIAM RAY PARTRIDGE
104 CHIMNEY PARK DR
WINDSOR , CO 80550-5037

NORRIS CRAIG PETERSON AND
CYNTHIA J PETERSON
147 CALABRIA DR
WINDSOR, CO 80550

MAURICE J PIKE AND
PATTY L PIKE
7233 COUNTY RD 72
WINDSOR , CO 80550-2821

REGENT BROADCASTING OF
FORT COLLINS INC
100 E RIVER CENTER BLVD 9TH FL
COVINGTON, KY 41011

WILLIAM REXFORD AND
DIANNA REXFORD
11316 CR 70
WINDSOR, CO 80550

KING D ROBERTSON AND
DORIS L ROBERTSON
PO BOX 190
HOTCHKISS, CO 81419

MARIA RODRIGUEZ
C/O BRUCE CLARK
1771 DOLORES RIVER DRIVE
WINDSOR , CO 80550

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JOYCE A RUYBAL
224 N 6TH ST
WINDSOR, CO 80550

SERJIO SAENZ AND
KORENA N SAENZ
54 VERONICA DR
WINDSOR, CO 80550

MARNETH A SCHMITTLING
530 MAIN ST
WINDSOR, CO 80550

KYLE A SCHNELL
610 MOONGLOW DR
WINDSOR, CO 80550

BRIANNE M SCHOCK AND
CURTIS D SCHOCK
121 ASH ST
WINDSOR, CO 80550

STAR CONTRACTING INC
914 WALNUT
WINDSOR, CO 80550

JERRY L STEELE AND
JANET STEELE
1428 GRAND AVE
WINDSOR, CO 80550

RONALD GEORGE STEWART
30 ASH ST
WINDSOR , CO 80550

TIMOTHY R STADEM AND
BETH H STADEM
STADEM TIMOTHY R ET UX
107 N CHIMNEY PARK DR
WINDSOR, CO 80550

TMJ INVESTMENTS LLC
353 NORTH SHORE CR
WINDSOR, CO 80550

TOWN OF WINDSOR
301 WALNUT ST
WINDSOR , CO 80550

WADE T WILLIS AND
DULCIE DAWN WILLIS
219 N OVERLAND TRAIL
FORT COLLINS, CO 80512

BRADLEY J WALKER AND
CYNTHIA B WALKER
221 SARATOGA DR
WINDSOR, CO 80550

EDITH LOUISE WALTER
14 MAIN ST
WINDSOR , CO 80550-5012

EDITH LOUISE WALTER AND
WAYNE WILLIAM WALTER
14 MAIN ST
WINDSOR, CO 80550-5012

VIRGINIA WALTER
6 MAIN ST
WINDSOR, CO 80550

WELD COUNTY
ATTN: BARB CONNOLLY
PO BOX 758
GREELEY , CO 80632

WIND SHORE LLC
212 MAIN ST
WINDSOR, CO 80550

WINDSOR ENTERPRISES INC
526 MAIN ST
WINDSOR , CO 80550

WINDSOR-SEVERANCE HISTORICAL
SOCIETY INC
501 ASH ST
WINDSOR, CO 80550

ROBERT WOODEN AND
KELLY WOODEN
75 VERONICA DR
WINDSOR, CO 80550

ROGER ALLAN YOUNG AND
PATTY JO YOUNG
617 CEDAR CT
WINDSOR , CO 80550

GRIZZLY PETROLEUM COMPANY LLC
1801 BROADWAY STE 500
DENVER , CO 80202

HALL-WINDSOR FAMILY
PARTNERSHIP LLP
301 CENTENNIAL DR
MILLIKEN , CO 80543

WINDMILLS LLC
301 CENTENNIAL DR
MILLIKEN , CO 80543

Ruth Winder, Trustee of the Ruth Winder
Revocable Trust dated 4/24/2001
1051 6th Street #314
Greeley, CO 80631

Erna M. Butler as Trustee of the 1996
Erna M. Butler Revocable Trust
dated 5/13/1996
725 Las Colinitas Road
San Rafael, CA 94903

The County of Weld, a municipal
Corporation
1150 O Street
P.O. Box 758
Greeley, CO 80632

Micoar, Inc.
A Minnesota Corporation
6837 Emerson Ave. N.
Minneapolis, MN 55430

Weld County, State of Colorado
1150 O Street
Greeley, CO 80632

Weld County, State of Colorado
P.O. Box 758
Greeley, CO 80632

Grandchildren's Trust 2 under the will of
Leonard H. Bartels
7251 W. 20th Street, Suite D-1
Greeley, CO 80634

Foscol Associates
4785 Lagoon Drive
Mound, MN 55364

Windsor Industrial Park LLC
1357 43rd Ave Unit #7
Greeley, CO 80634

Roche Investments, LLLP
361 71st Avenue
Greeley, CO 80634

William R. Fisher
361 71st Avenue
Greeley, CO 80634

Grandchildren's Trust 1
under the will of Leonard H. Bartels
7251 W. 20th Street, Suite D-1
Greeley, CO 80634

Jane R. Bartels
7251 W. 20th Street, Suite D-1
Greeley, CO 80634

Great Western Railway of Colorado, LLC
252 South Clayton St.
Denver, CO 80206

Duran Enterprises LLC
418 N. 9th Avenue
Greeley, CO 80631

H & C Holdings LLC
6600 West 20th Street, #30
Greeley, CO 80634

First Baptist Church of Windsor
9477 Hwy 392
Windsor, CO 80550

Anna Winder
c/o Adolph Winter
Box 1920
Windsor, CO 80550

John D. Ziel and
Hilde R. Ziel husband and wife
8733 Doane Place
Denver, CO 80231

Keith R. Burman
628 Gait Circle
Fort Collins, CO 80524

Mark A. Brinkman and
Virginia L. Brinkman as Joint Tenants
9734 County Road 70
Windsor, CO 80550

Trent Kerbs
913 Oak Creek Drive
Moore, OK 73160

Bruce Kerbs
913 Oak Creek Drive
Moore, OK 73160

Candace Kay Mathiason
9594 County Road 70
Windsor, CO 80550

James D. Benson and Susan E. Benson,
Trustees under the James D. and Susan E.
Benson Living Trust dated 3/14/2008
9746 county Road 70
Windsor, CO 80550-3102

Larry D. Simpson and
Ruby M. Simpson as Joint Tenants
5420 Lone Tree Dr.
Loveland, CO 80537

Global Asset Recovery, LLC
12032 Wellingham Ct.
Fort Wayne, IN 46845

Jarrod M. Bessire and Paula K. Bessire
9909 Hwy 392
Windsor, CO 80550

Donald H. Scott and
Mary Sue Scott, Joint Tenants
33111 CR 21
Windsor, CO 80550

Renee A. Davis and
Terry L. Davis, Joint Tenants
9889 Hwy 392
Windsor, CO 80550

Connie Rae Lunn and
James T. Lunn, Joint Tenants
9877 Hwy 392
Windsor, CO 80550

Clement M. McNaney III and
Tish M. McNaney
34006 CR 19
Windsor, CO 80550

The Richard L. Huwa and
Valerie M. Huwa Revocable Trust, under
instrument dated June 9, 1997, as amended
9455 Hwy 392
Windsor, CO 80550

Colorado Department of Transportation
4201 E. Arkansas Ave, Room 212
Denver, CO 80222

RBF Minerals LLC
7251 W. 20th Street, Suite D-1
Greeley, CO 80634

Bill Barrett Corporation
1099 18th St, Ste 2300
Denver, CO

Noble Energy WyCo, LLC
1625 Broadway, Suite 2200
Denver, CO 80202

Petro-Canada Resources (USA) Inc.
999 18th St., Ste 600
Denver, CO 80202-1094

American Colorado Energy, LLC
361 71st Ave
Greeley, CO 80634