

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 320-ACRE DESIGNATED  
HORIZONTAL WELLBORE SPACING UNIT IN  
SECTIONS 17 AND 18, TOWNSHIP 1 SOUTH,  
RANGE 67 WEST, 6TH P.M. FOR THE CODELL  
FORMATION, WATTENBERG FIELD, ADAMS  
COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

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 320-acre designated horizontal Wellbore Spacing Unit (the "Wellbore Spacing Unit" or the "WSU"), as defined below, for the Willow Bend LD 18-361HC Well (API No. 05-001-09841) (the "Well"), for the development of the Codell Formation on the following described lands:

Township 1 South, Range 67 West, 6<sup>th</sup> P.M.

Section 17: W $\frac{1}{2}$ W $\frac{1}{2}$

Section 18: E $\frac{1}{2}$ E $\frac{1}{2}$

320 acres, more or less, Adams County, CO ("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, 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.
4. On November 16, 1992, the Commission entered Order No. 499-15, which, among other things, provided that, as to the Application Lands, and other lands, the location of all wells drilled to the Dakota and "J" Sand Formations underlying areas subject to Cause Nos. 407, 493 or 496 and at an authorized location pursuant to Rule 318 or Cause Nos. 499 or 232 shall be automatically approved, without hearing, as an

authorized location for production from the Codell, Niobrara, Sussex or Shannon Formations, provided various conditions are met.

5. 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.

6. On December 15, the Commission entered Order No. 407-1185, which pooled all interests in an approximate 320-acre designated horizontal wellbore spacing unit composed of the Application Lands for the Willow Bend 18-361HN Well (API No. 05-001-09832), and imposed the cost recovery provisions of §34-60-116(7)(b), C.R.S. as to all non-consenting parties for such well.

7. Applicant designated the approximate 320-acre horizontal Wellbore Spacing Unit for the production of oil, gas, and associated hydrocarbons from the Codell Formation pursuant to Rule 318A and notified the appropriate parties under Rule 318A.

8. 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 320-acre Wellbore Spacing Unit for the Well:

Township 1 South, Range 67 West, 6<sup>th</sup> P.M.

Section 17: W $\frac{1}{2}$ W $\frac{1}{2}$

Section 18: E $\frac{1}{2}$ E $\frac{1}{2}$

9. 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 Formation on the Application Lands.

10. 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, 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.

11. 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 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 an approximate 320-acre designated horizontal Wellbore Spacing Unit established for the Application Lands for development of the Codell Formation.

C. 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 Willow Bend LD 18-361HC Well (API No. 05-001-09841) to the Codell Formation on the Application Lands.

D. 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 Formation in the Wellbore Spacing Unit composed of the Application Lands.

E. 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 , 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 Street, Suite 420  
Denver, Colorado 80202  
(720) 379-1812

Applicant's Address:

Great Western Operating Company, LLC  
ATTN: Matt Acree  
1801 Broadway, Suite 500  
Denver, CO 80202

VERIFICATION

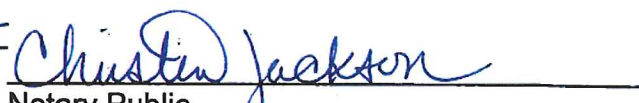
STATE OF COLORADO                    )  
  ) ss.  
CITY AND COUNTY OF DENVER        )

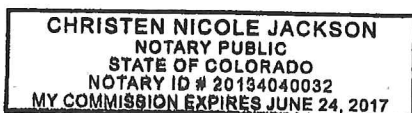
Matt Acree, of lawful age, being first duly sworn upon oath, deposes and says that he is the Landman for Great Western Operating Company, LLC, and that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge, information and belief.

  
\_\_\_\_\_  
Matt Acree  
Landman  
Great Western Operating Company, LLC

Subscribed and sworn to before me this 29<sup>th</sup> day of December 2014.  
Witness my hand and official seal.

My commission expires: 6-24-2017

  
\_\_\_\_\_  
Notary Public



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DOCKET NO.

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

James P. Parrot

My commission expires:

Notary Public

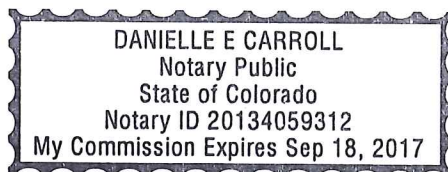


Exhibit A  
Willow Bend LD 18-361HC Well (API No. 05-001-09841)

Beverly Jean Verner  
PO Box 830  
Nampa, Idaho 83653

Leroy Edward McElwain  
PO Box 59  
Molina, CO 81646

Mary Ellen Sewell  
316 S. 22nd Ave  
Brighton, CO 80601-2530

Willow Bend, Inc.  
3168 5th Street  
Boulder, CO 80304

E-470 Public Highway Authority  
22470 E. 6th Parkway, Suite 100  
Aurora, CO 80018

Plateau 470, LLC  
12460 1st Street  
Eastlake, CO 80614

Plateau Minerals, LLC  
12460 1st Street  
Eastlake, CO 80614

George Brett Bristol  
PO Box 965  
Golden, CO 80402

Luis Silva and Elsa Silva  
14560 Pecos Street  
Westminster, CO 80023-6221

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

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

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

Niobrara Development Partners, LLC  
1700 Broadway, Suite 650  
Denver, CO 80290  
PDC Energy, Inc.  
1775 Sherman Street, Suite 3000  
Denver, CO 80203

Riverdale North, LLC  
9145 E. Kenyon Avenue, Suite 200  
Denver, CO 80237

Lelroy E. McElwain Trust  
P.O. Box 59  
Molina, CO 81646

Shear, Inc.  
P.O. Box 3669  
Grand Junction, CO 81502