

**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
TWO APPROXIMATE 160-ACRE DESIGNATED
HORIZONTAL WELLBORE SPACING UNITS IN
SECTION 18, TOWNSHIP 1 SOUTH, RANGE 67
WEST, 6TH P.M. FOR THE CODELL AND
NIOBRARA FORMATIONS, WATTENBERG AND
SPINDLE FIELDS, 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 two approximate 160-acre designated horizontal Wellbore Spacing Units (the "Wellbore Spacing Units" or the "WSUs"), as defined below, for the Willow Bend LD 18-22HN Well (API No. 05-001-09772), and the Willow Bend LD 18-22HC Well (API No. 05-001-09774) ("Wells"), for the development of the Codell and Niobrara Formations on the following described lands:

Township 1 South, Range 67 West, 6th P.M.
Section 18: E $\frac{1}{2}$ E $\frac{1}{2}$

Willow Bend LD 18-22HN Well
WSU #1

Township 1 South, Range 67 West, 6th P.M.
Section 18: E $\frac{1}{2}$ E $\frac{1}{2}$

Willow Bend LD 18-22HC Well
WSU #2

160 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 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 July 29, 2013, the Commission entered Order No. 407-829, which among other things, established an approximate 640-acre horizontal drilling and spacing unit consisting of Section 18, Township 1 South, Range 67 West, 6th P.M., and approved up to twelve horizontal wells within the unit, for the production of oil, gas, and associated hydrocarbons from the Codell-Niobrara Formation. Order No. 407-829 has since been vacated.

6. On January 27, 2014, the Commission entered Order No. 407-919, which among other things, vacated Order No. 407-829 (described in the immediately preceding paragraph).

7. On December 15, 2014, the Commission entered Order No. 407-1185, which among other things, pooled all interests in an approximate 320-acre designated horizontal well spacing unit established for the Application Lands, and other lands, for the development and operation of the Niobrara Formation.

8. Applicant designated the horizontal Wellbore Spacing Units as two approximate 640-acre units, each covering all of Section 18, Township 1 South, Range 67 West, 6th P.M., for the production of oil, gas, and associated hydrocarbons from the Codell and Niobrara Formations pursuant to Rule 318A and notified the appropriate parties under Rule 318A. Applicant is in the process of preparing and submitting a sundry notice to decrease the size of the horizontal Wellbore Spacing Units to be approximate 160-acre units composed of 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 WSU #1, including but not limited to, any non-consenting interests and leased mineral interests, in the Application Lands in the Niobrara Formation underlying the following approximate 160-acre Wellbore Spacing Unit for the Willow Bend LD 18-22HN Well:

Township 1 South, Range 67 West, 6th P.M.
Section 18: E½E½

Willow Bend LD 18-22HN Well
WSU #1

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 Willow Bend LD 18-22HN Well 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 WSU #2, including but not limited to, any non-consenting interests and leased mineral interests, in the Application Lands in the Codell Formation underlying the following approximate 160-acre Wellbore Spacing Unit for the Willow Bend LD 18-22HC Well:

Township 1 South, Range 67 West, 6th P.M.
Section 18: E½E½

Willow Bend LD 18-22HC Well
WSU #2

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 Willow Bend LD 18-22HC Well to the Codell Formation on the Application Lands.

13. 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 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.

14. That in order to prevent waste and to protect correlative rights, all interests in the Wellbore Spacing Units should be pooled for the orderly development of the Codell and Niobrara Formations, 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 two (2) approximate 160-acre designated horizontal Wellbore Spacing Units established for the Application Lands for development of the Codell and Niobrara Formations.

B. As to WSU #1, 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 18-22HN Well to the Niobrara Formation on the Application Lands.

C. As to WSU #2, 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 18-22HC Well 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 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 Codell or Niobrara Formation in the Wellbore Spacing Units composed of the Application Lands.

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

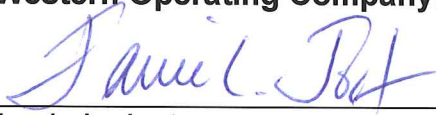
WHEREFORE, Applicant respectfully requests that this matter be set for hearing in March 2015, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

Dated: January 9, 2015.

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.



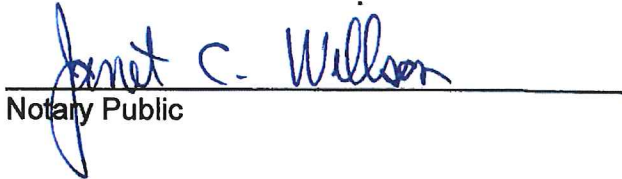
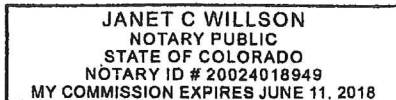
Matt Acree

Landman

Great Western Operating Company, LLC

Subscribed and sworn to before me this 9th day of January 2015.
Witness my hand and official seal.

My commission expires: 6/11/2018



Notary Public

IN THE MATTER OF THE APPLICATION OF
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DOCKET NO.

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

Jamie L. Fort

Subscribed and sworn to before me this 9th day of January 2015.
Witness my hand and official seal.

Shanielle Carroll

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

Exhibit A
Willow Bend LD 18-22HN Well
Willow Bend LD 18-22HC Well

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

James Postle
3168 5th Street
Boulder, CO 80304

Niobrara Development Partners, LLC
1700 Broadway, Suite 650
Denver, CO 80290

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

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