

**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 HORIZONTAL WELLBORE
SPACING UNIT FOR PORTIONS OF
SECTIONS 23 AND 24, TOWNSHIP 6 NORTH,
RANGE 67 WEST, 6TH P.M., FOR THE
NIOBRARA FORMATION, WATTENBERG
FIELD, WELD COUNTY, COLORADO

CAUSE NO. 407

DOCKET NO.

TYPE: POOLING

APPLICATION

COMES NOW Great Western Operating Company, LLC (Operator No. 10110) ("Great Western" or "Applicant"), by its attorneys, Burleson LLP, 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, as defined below, for the drilling of the Burr FD 23-299HN Well (API No. 05-123-40878) ("Well"), for the development of the Niobrara Formation on the following described lands:

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

Section 23: S½

Section 24: S½

640 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 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 Formations, the Codell Formation, and the 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 28, 2014, the Commission entered Order No. 407-1090, which among other things, approved the request for an order pool all interests in an approximate 480-acre wellbore spacing unit established for portions of the Application Lands, for the development and operation of the Niobrara Formation. Order No. 407-1090 does not affect this Application.

6. Applicant designated the 640-acre Wellbore Spacing Unit for the production of oil, gas, and associated hydrocarbons from the 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 non-consenting interests, in the Application Lands in the Niobrara Formation underlying the following approximate 640-acre Wellbore Spacing Unit:

Township 6 North, Range 67 West, 6th P.M.
Section 23: S½
Section 24: S½

(throughout as "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 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 503.e., 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.

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 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 the Application Lands and the Wellbore Spacing Unit for the development of the 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 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 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.

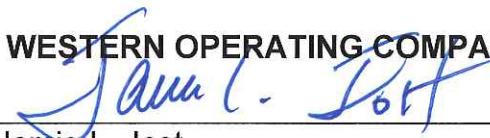
WHEREFORE, Applicant respectfully requests that this matter be set for hearing in October 2015, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

Dated: August 28, 2015.

Respectfully submitted:

GREAT WESTERN OPERATING COMPANY, LLC

By:



Jamie L. Jost
Zachary P. Sears
Burleson LLP
Attorneys for Applicant
1700 Lincoln St., Suite 1300
Denver, Colorado 80203
(303) 801-3200

Applicant's Address:

Great Western Operating Company, LLC
ATTN: Michael Tucker
1801 Broadway, Suite 500
Denver, CO 80202

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

9th

Subscribed and sworn to before me this 27 day of August 2015.

[SEAL]



Christen Jackson
Notary Public

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 HORIZONTAL WELLBORE
SPACING UNIT FOR PORTIONS OF
SECTIONS 23 AND 24, TOWNSHIP 6 NORTH,
RANGE 67 WEST, 6TH P.M., FOR THE
NIOBRARA FORMATION, WATTENBERG
FIELD, WELD COUNTY, COLORADO

TYPE: POOLING

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

Jimm C. Post

Subscribed and sworn to before me this 27th day of August 2015.

[SEAL]

My commission expires: June 24, 2018

Notary Public.

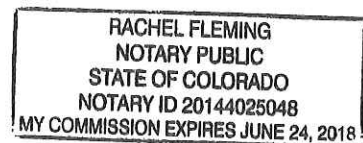


Exhibit A
FP – Burr FD 23-299HN

BNSF Railway Company
2500 Lou Menk Drive, AOB-3
Fort Worth, TX 76131

Edward J. Bennett
P.O. Box 56
Windsor, CO 80550

Burlington Resources Oil & Gas
Company LP
c/o ConocoPhillips Company
600 North Dairy Ashford St.
Houston, TX 77079

William R. and Linda W. Burr,
as Joint Tenants
5477 Gulfstar Court
Windsor, CO 80528

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

Delaware Royalty Company, Inc.
1415 Louisiana St. #3100
Houston, TX 77002

Extraction Oil & Gas, LLC
370 17th Street, Suite 5300
Denver, CO 80202

W. Lee Detterer
11731 CR 66
Greeley, CO 80631

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

Diamond Valley Energy Park LLC
200 Plaza Dr., Ste. 100
Highlands Ranch, CO 80129

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

Virginia Mae Durr
3601 Ponderosa Court #1
Evans, CO 80620

Barbara A. Ames
5567 Carey Ave
Las Vegas, NV 89156

Verna Jane Eubank
204 52nd Ave.
Greeley, CO 80634

John Michael and
Sharon J. Baptist, as Joint Tenants
32388 County Road #23
Windsor, CO 80550

Front Range Energy, LLC
31375 Great Western Drive
Windsor, CO 80550

Debbie A. Barth
1113 Avenue K
Boulder City, NV 89005

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

BCG Enterprises, Ltd., LLLP
4845 South Gaylord Street
Englewood, CO 80113

GST Royalty Company, LLC
252 Clayton Street, 4th Floor
Denver, CO 80206

Craig Harrison
2725 Rocky Mountain Ave., Ste. 400
Loveland, CO 80538

HCW Investments LLC
7785 Highland Meadows Parkway,
Unit 100
Fort Collins, CO 80528

Heirs and/or Devisees of
Eugene O. Eubank
204 52nd Ave
Greeley, CO 80634

Robert LeRoy Hettinger
1480 Waterwood Drive
Windsor, CO 80550

Darrel Timothy and
Kathleen Susan Hettinger, TIC
19515 Weld County Road 86
Ault, CO 80610

Darrel Timothy Hettinger
19515 Weld County Road 86
Ault, CO 80610

Ken Hoffman and
Margaret Hoffman, TIC
32408 Weld County Road 23,
Windsor, CO 80550

Dolores A. Horst
13962 Legend Way, #101
Broomfield, CO 80020

Metal Container Corporation
3636 South Geyer Road
St. Louis, MO 63127

Owens-Brockway Glass Container,
Inc.
1 SeaGate
Toledo, OH 43666

Eric D. Peterson
5817 Lawndale, Unit #7
El Paso, TX 79912

Public Service Company of Colorado
550 15th Street, Suite 700
Denver, CO 80202

Marisha Simons
4814 Regent St.
Philadelphia, PA 19143

Town of Windsor, Colorado
301 Walnut Street
Windsor, CO 80550