

**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, 24, 25 AND 26, 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 23-382HN Well (API No. 05-123-40877) ("Well"), for the development of the Niobrara Formation on the following described lands:

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

Section 23: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 24: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 25: N $\frac{1}{2}$ N $\frac{1}{2}$

Section 26: N $\frac{1}{2}$ N $\frac{1}{2}$

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. On July 20, 2015, the Commission entered Order No. 407-1401, which among other things, approved the request for an order to pool all interests in two approximate 560-acre wellbore spacing units including portions of the Application Lands, for the development of the Codell and Niobrara Formations. Order No. 407-1401 does not affect this Application.

7. 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.

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, 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: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 24: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 25: N $\frac{1}{2}$ N $\frac{1}{2}$

Section 26: N $\frac{1}{2}$ N $\frac{1}{2}$

(throughout as "Wellbore Spacing Unit").

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 Niobrara 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 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.

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 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 27, 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

VERIFICATION

STATE OF COLORADO

)

) ss.

CITY AND COUNTY OF DENVER

)

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

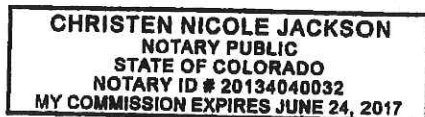
9/2/20

Hal Writer
Land Manager
Great Western Operating Company, LLC

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

Witness my hand and official seal.

[SEAL]



My commission expires: 6-24-2017

Christen Jackson
Notary Public

Notary Public

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FIELD, WELD COUNTY, COLORADO

TYPE: POOLING

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

Samuel. Tost
Jamie L. Jost

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

Witness my hand and official seal.

[SEAL]

My commission expires: June 24, 2018


Notary Public

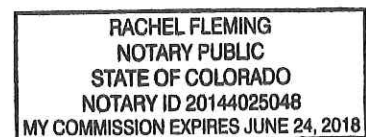


Exhibit A
FP – Burr FD 23-382HN

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

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

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

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

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

Timothy S. Hager, as Trustee of the
Timothy S. Hager Revocable Trust
u/a/d January 9, 2001,
as amended and restated
155 E. Broadwalk Dr., Suite 400
Fort Collins, CO 80523

Mary Elizabeth Hager, as Trustee
of the Mary Elizabeth Hager
Revocable Trust u/a/d January 9,
2001, as amended and restated
155 E. Broadwalk Dr., Suite 400
Fort Collins, CO 80523

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

Carroll L. and Dianne M. Peterson
Baker, TIC
16041 W. 74th Ave
Arvada, CO 80007

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

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

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

Jack D. and Janice L. Boegel,
as Joint Tenants
32851 Hwy 34
Wray, CO 80758

Darrell J. Brunner
12234 CR 66
Greeley, CO 80631

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

Lorraine C. Cazier
291 Palomino Way
P.O. Box 182
Crestone, CO 81131

W. Lee Detterer
11731 CR 66
Greeley, CO 80631

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

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

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

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

Thomas G. and Linda Eklund
aka Linda J Francis, TIC
P.O. Box 10
Windsor, CO 80550

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

Gloria J. Gaslin
7 Cottonwood Court
Windsor, CO 80550

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

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, Colorado 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
1955 Weld County Road 86
Ault, CO 80610

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

Judith P. Jenney
5101 E. Camino Alisa
Tucson, AZ 85718

Kirby Minerals
101 N. Robinson, Suite 1000
Oklahoma City, OK 73102

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