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 160-ACRE DESIGNATED WELLBORE SPACING UNIT FOR PORTIONS OF SECTION 29, TOWNSHIP 6 NORTH, RANGE 67 WEST, 6TH P.M., FOR THE CODELL-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 160-acre Wellbore Spacing Unit, as defined below, for the drilling of the H-Y 29-52 Well (API No. 05-123-35434) ("Well"), for the development of the Codell-Niobrara Formation on the following described lands:

Township 6 North, Range 67 West, 6th P.M.
Section 29: NW¼

160-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 March 2, 2015, the Commission entered Order No. 407-1238, which among other things, approved the request for an order to 1) vacate the pooling provisions entered by Order No. 407-1025 for five approximate 320-acre designated wellbore spacing units established for the N½ of Section 28, Township 6 North, Range 67 West, 6th P.M., for the development and operation of the Codell and Niobrara Formations; 2) pool all interests in seven approximate 400-acre to 640-acre designated wellbore spacing units, including portions of the Application Lands, for the development and operation of the Codell and Niobrara Formations. Order No. 407-1238 does not affect this Application.

6. On September 14, 2015, the Commission entered Order No. 407-1424, which among other things, approves the request for an order to vacate portions of Order No. 407-1238, and to pool all interests in an approximate 280-acre designated wellbore spacing unit for the development of the Niobrara Formation. Order No. 407-1424 does not affect this Application.

7. Applicant designated the 160-acre Wellbore Spacing Unit for the production of oil, gas, and associated hydrocarbons from the Codell-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 Codell-Niobrara Formation underlying the following approximate 160-acre Wellbore Spacing Unit:

Township 6 North, Range 67 West, 6th P.M.
Section 29: NW¼

(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 Codell-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.

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-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 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 the Well in the Wellbore Spacing Unit to the Codell-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 Codell-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 December 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: October 8, 2015.

Respectfully submitted:

GREAT WESTERN OPERATING COMPANY, LLC

By: _____

Jamie L. Jost
Joseph M. Evers
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: Philip Zaranka
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.

Hal Writer
Land Manager
Great Western Operating Company, LLC

Subscribed and sworn to before me this 7th day of October 2015.

Witness my hand and official seal.

[SEAL]

CHRISTEN NICOLE JACKSON
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID # 20134040032
MY COMMISSION EXPIRES JUNE 24, 2017

My commission expires: 6-24-2017

Notary Public

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 160-ACRE DESIGNATED WELLBORE SPACING UNIT FOR PORTIONS OF SECTION 29, TOWNSHIP 6 NORTH, RANGE 67 WEST, 6TH P.M., FOR THE CODELL-NIOBRARA FORMATION, WATTENBERG FIELD, WELD COUNTY, COLORADO	CAUSE NO. 407 DOCKET NO. TYPE: POOLING

AFFIDAVIT OF MAILING

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

I, Jamie L. Jost of lawful age, and being first duly sworn upon my oath, state and declare that I am the attorney for Great Western Operating Company, LLC, and that on or before the 14 day of October 2015, I caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

Jamie L. Jost

Subscribed and sworn to before me this 8th day of October 2015.

Witness my hand and official seal.

RACHEL FLEMING
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20144025048
MY COMMISSION EXPIRES JUNE 24, 2018

[SEAL]

My commission expires: June 24, 2018

Notary Public

Exhibit A
FP – H-Y 29-52

Barry Wayne Kadlub
309 Locust Street
Windsor, CO 80550

Billy G. Shutts
2164 River West Drive
Windsor, CO 80550

Brooke Kadlub Ward
P.O. Box 3275
West Wendover, NV 89883

Charles I. Cummins
31013 Weld County Road 17
Windsor, CO 80550

Christine Kadlub Solomon
906 East Dona Street
Cheyenne, WY 82009

Craig Alan Kadlub
10387 Burensburg Avenue
Las Vegas, NV 89135

Ellen J. Yastrow
139 Bayside Circle
Windsor, CO 80550

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

Patricia J. Shutts
2164 River West Drive
Windsor, CO 80550

Phillip G. Yastrow
P.O. Box 341
Windsor, CO 80550

Randall L. Hocking individually
and as joint tenants with
Patricia E. Quade-Hocking
31591 Country Road 17
Windsor, CO 80550

Patricia E. Quade-Hocking
as joint tenants with
Randall L. Hocking
31591 Country Road 17
Windsor, CO 80550

Stacey Kadlub
6423 County Road 89
Roggen, CO 80652-9291

Thomas Edwin Kadlub
P.O. Box 447
Roseau, MN 56751

Weld Holdings, LLC
2360 Corporate Circle, Suite 400
Henderson, NV 89074-7722