

**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 80-ACRE DRILLING AND SPACING UNIT FOR PORTIONS OF SECTION 29, TOWNSHIP 6 NORTH, RANGE 67 WEST, 6 TH P.M., FOR THE CODELL-NIOBRARA FORMATION, WATTENBERG FIELD, WELD COUNTY, COLORADO	CAUSE NO. 407 DOCKET NO. TYPE: POOLING
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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 80-acre Drilling and Spacing Unit, as defined below, for the drilling of the H-Y 29-21 Well (API No. 05-123-35425) ("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: E $\frac{1}{2}$ NW $\frac{1}{4}$

80-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, 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 80-acre Drilling and Spacing Unit:

Township 6 North, Range 67 West, 6th P.M.
Section 29: E½NW¼

(throughout as "Drilling and 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 Codell-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.

10. That in order to prevent waste and to protect correlative rights, all interests in the Drilling and 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 Drilling and 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 Drilling and 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 Drilling and 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

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Applicant's Address:

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ATTN: Philip Zaranka

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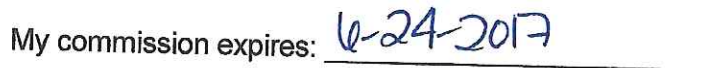
Denver, CO 80202

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

9/2/22

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

[SEAL]




Notary Public

IN THE MATTER OF THE APPLICATION OF
GREAT WESTERN OPERATING COMPANY
LLC FOR AN ORDER TO POOL ALL
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PORTIONS OF SECTION 29, TOWNSHIP 6
NORTH, RANGE 67 WEST, 6TH P.M., FOR THE
CODELL-NIOBRARA FORMATION,
WATTENBERG FIELD, WELD COUNTY,
COLORADO

TYPE: POOLING

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

Jan L. PA

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

RACHEL FLEMING
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20144025048
MY COMMISSION EXPIRES JUNE 24, 2017

My commission expires: June 24, 2018

Notary Public

David S. Fleming
ry Public

Exhibit A
FP – H-Y 29-21

Barry Wayne Kadlub
309 Locust Street
Windsor, CO 80550

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

Brooke Kadlub Ward
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Christine Kadlub Solomon
906 East Dona Street
Cheyenne, WY 82009

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Las Vegas, NV 89135

Ellen J. Yastrow
139 Bayside Circle
Windsor, CO 80550

Phillip G. Yastrow
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Windsor, CO 80550

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

Patricia J. Shutts
2164 River West Drive
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
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Thomas Edwin Kadlub
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