

**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 MODIFY ORDER NO.
407-1481, 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 CODELL 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 modify Order No. 407-1481, to pool all interests within an approximate 640-acre Wellbore Spacing Unit, as defined below, for the drilling of the Burr FD 23-219HC Well ("Well") (API No. 05-123-40883) (Formerly the Burr FD 23-219HN), for the development of the Codell Formation on the following described lands:

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

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

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

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 October 26, 2015, the Commission entered Order No. 407-1481, which among other things, approves the request for an order to pool all interests in an approximate 640-acre designated horizontal wellbore spacing unit for the Application Lands, for the development of the Niobrara Formation. Applicant requests Order No. 407-1481 be modified to pool the Burr FD 23-219HC Well (Formerly the Burr FD 23-219HN Well) to the Codell Formation.

6. On October 26, 2015, the Commission entered Order No. 407-1483, which among other things, approves the request for an order to pool all interests in an approximate 320-acre designated horizontal wellbore spacing unit, including portions of the Application Lands, for the development of the Codell Formation. Order No. 407-1483 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 Codell 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 modify Order No. 407-1481, to pool all interests, including but not limited to, any non-consenting interests, in the Application Lands in the Codell Formation underlying the following approximate 640-acre Wellbore Spacing Unit:

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

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

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

(throughout as "Wellbore Spacing Unit").

9. Applicant requests that the Commission's modifying 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 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, Order No. 407-1481 should be modified, for the orderly development of the Codell Formation.

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. Modifying Order No. 407-1481, to pool the Burr FD 23-219HC Well in the Wellbore Spacing Unit comprising the Application Lands, for the development of the Codell Formation.

B. Providing that the Commission's modifying order be 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 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 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 January 2016, 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: November 23, 2015.

Respectfully submitted:

GREAT WESTERN OPERATING COMPANY, LLC

By:



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Applicant's Address:

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Exhibit A
FP – Burr FD 23-219HC

Extraction Oil & Gas, LLC
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Denver, CO 80202

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

Pamela A. and Eugene L. Habrock,
JT
26150 Van Voorhis Dr.
Moffat, CO 81143

Noble Energy WyCo, LLC
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Denver, CO 80202

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

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

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

AK Resources LLC
PO Box 6975
Denver, CO 80206

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32388 County Road #23
Windsor, CO 80550

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Englewood, CO 80113

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

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5477 Gulfstar Court
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Sara Czapinski
2424 Drawspur, Unit 2
Avon, CO 81632

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445 Brubaker Ln.
Laramie, WY 82070

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

W. Lee Detterer
11731 CR 66
Greeley, CO 80631

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200 Plaza Dr., Suite 100
Highlands Ranch, CO 80129

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Evans, CO 80620

Verna Jane Eubank
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Greeley, CO 80634

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Windsor, CO 80550

Tina M. Frasco
11263 Ponderosa Trail
Windsor, CO 80550

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Windsor, CO 80550

Gary L. Castleman Revocable Trust
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Windsor, CO 80550

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Barbara D. Stromberger,
Successor Trustee
2305 21st Avenue
Greeley, CO 80631

HCW Investments LLC
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Fort Collins, CO 80528

Heirs and/or Devisees of
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Greeley, CO 80634

Robert LeRoy Hettinger
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Windsor, CO 80550

Darrel Timothy Hettinger
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Ault, CO 80610

Darrel Timothy and
Kathleen Susan Hettinger, TIC
19515 Weld County Road 86
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Ken and Margaret Hoffman, TIC
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Lizzie & Jake's Lagacy LLC
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Metal Container Corporation
3636 South Geyer Road
St. Louis, Missouri 63127

Boyd Meyer
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Windsor, CO 80550

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Natural Products
593 1/2 W. Conestoga
Grand Junction, CO 81504

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