

**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.  
407-1488, 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, 6<sup>TH</sup> 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. 407-1488, to pool all interests within an approximate 640-acre Wellbore Spacing Unit, as defined below, for the drilling of the Burr FD 23-382HC Well ("Well") (API No. 05-123-40877) (Formerly the Burr FD 23-382HN), for the development of the Codell Formation on the following described lands:

Township 6 North, Range 67 West, 6<sup>th</sup> 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 20, 2015, the Commission entered Order No. 407-1401, which among other things, approves the request for an order to pool all interests in two approximate 560-acre designated 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.

6. On October 26, 2015, the Commission entered Order No. 407-1485, 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. On October 26, 2015, the Commission entered Order No. 407-1488, 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. 407-1488 be modified to pool the Burr FD 23-382HC Well (Formerly the Burr FD 23-382HN Well) to the Codell Formation.

8. 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.

9. 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. 407-1488, 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, 6<sup>th</sup> 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").

10. 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.

11. 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.

12. That in order to prevent waste and to protect correlative rights, Order No. 407-1488 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. 407-1488, to pool the Burr FD 23-382HC 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: \_\_\_\_\_

*Zachary P. Sears*  
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.



\_\_\_\_\_  
Hal Writer  
Land Manager  
Great Western Operating Company, LLC

Subscribed and sworn to before me this 12<sup>th</sup> day of November 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
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My commission expires: 6-24-2017

  
\_\_\_\_\_  
Notary Public

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AFFIDAVIT OF MAILING

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

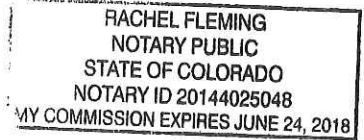
I, Zachary P. Sears, of lawful age, and being first duly sworn upon my oath, state and declare that I am the attorney for Great Western Operating Company, LLC, and that on or before the 21<sup>st</sup> day of November 2015, I caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

Zachary P. Sears  
Zachary P. Sears

Subscribed and sworn to before me this 23<sup>rd</sup> day of November 2015.

Witness my hand and official seal.

[SEAL]



My commission expires: June 24, 2018

Rachel Fleming  
Notary Public

**Exhibit A**  
**FP – Burr FD 23-382HC**

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

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

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

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

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

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

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

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

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

Darrell J. Brunner  
12234 CR 66  
Greeley, CO 80631

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

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

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

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

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

W. Lee Detterer  
11731 CR 66  
Greeley, CO 80631

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

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