

**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 280-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNIT FOR PORTIONS OF SECTIONS 25 AND 26, TOWNSHIP 6 NORTH, RANGE 67 WEST, 6 TH P.M., FOR THE 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 280-acre Designated Horizontal Wellbore Spacing Unit, as defined below, for the drilling of the Kodak North FD 25-039HN Well (API No. 05-123-39386) ("Well"), for the development of the Niobrara Formation on the following described lands:

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

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

Section 26: N $\frac{1}{2}$ NE $\frac{1}{4}$, NE $\frac{1}{4}$ NW $\frac{1}{4}$

280-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, pooled all nonconsenting interests in an approximate 480-acre wellbore spacing unit underlying certain lands, including 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 March 2, 2015, the Commission entered Order No. 407-1401, which among other things, approved the request for an order to pool all interests in two (2) approximate 560-acre designated wellbore spacing units, including portions of the Application Lands, for the development and operation of the Codell and Niobrara Formations. Order No. 407-1401 does not affect this Application.

7. Applicant designated the 280-acre horizontal 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 280-acre Wellbore Spacing Unit:

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

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

Section 26: N $\frac{1}{2}$ NE $\frac{1}{4}$, NE $\frac{1}{4}$ NW $\frac{1}{4}$

(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.

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 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 25th, 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)

Steve Stacy, of lawful age, being first duly sworn upon oath, deposes and says that he is the Senior Vice President Land 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.

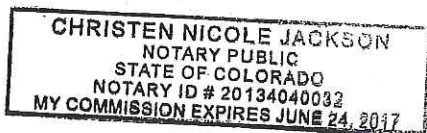


Steve Stacy
Senior Vice President Land
Great Western Operating Company, LLC

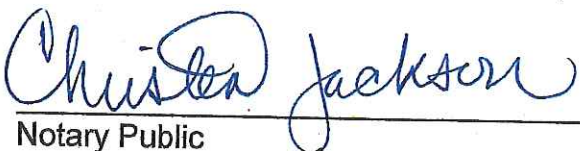
Subscribed and sworn to before me this 2nd day of November 2015.

Witness my hand and official seal.

[SEAL]



My commission expires: 6-24-2017



Notary Public

BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

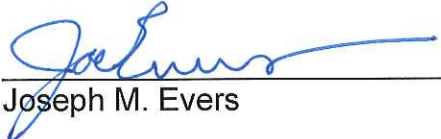
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INTERESTS IN AN APPROXIMATE 280-ACRE
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SECTIONS 25 AND 26, TOWNSHIP 6 NORTH,
RANGE 67 WEST, 6TH P.M., FOR THE
NIOBRARA FORMATION, WATTENBERG
FIELD, WELD COUNTY, COLORADO

CAUSE NO. 407
DOCKET NO.
TYPE: POOLING

AFFIDAVIT OF MAILING

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

I, Joseph M. Evers 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 1st day of December 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.



Joseph M. Evers

Subscribed and sworn to before me this 25th day of November 2015.

Witness my hand and official seal.

[SEAL]

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

My commission expires: June 24, 2018



Notary Public

Exhibit A
FP - Kodak North FD 25-039HN

Bratz, Gail J.
210 W. Magnolia, Suite 320
Fort Collins, CO 80521

Heirs/Devises of Loren N. Vineyard
5817 Lawndale, Unit 7
El Paso, TX 79912

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

Mary Elizabeth Hager, as Trustee
of the Mary Elizabeth Hager
Revocable Trust
3767 Tayside Ct.
Timnath, CO 80546

Timothy S. Hager, as Trustee of the
Timothy S Hager Revocable Trust
155 E. Boardwalk Dr., Suite 400
Fort Collins, CO 80525

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

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

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

Bennett, Edward J.
1121 Walnut St.
Windsor, CO 80550

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

Bogel, Jack D. and Janice L., JT
32851 Highway 34
Ray, CO 80758

Brunner, Darrell J.
12234 County Road 66
Greeley, CO 80631

Cazier, Lorraine C.
291 Palomino Way
Crestone, CO 81131

Detterer, W. Lee
11731 County Road 66
Greeley, CO 80631

Durr, Virginia Mae
1321 E. 95th Ave.
Thornton, CO 80229

Dynasty Royalty Company, LLC
1700 Broadway, Suite 650
Denver, CO 80290

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

Francis, Thomas G. and
Linda Eklund Francis aka
Linda J. Francis, TIC
7140 State Hwy. 392
Windsor, CO 80550

Gaslin, Gloria J.
7 Cottonwood Ct.
Windsor, CO 80550

GST Royalty Company
252 Clayton St., 4th Fl.
Denver, CO 80206

HCW Investments LLC
7785 Highland Meadows Pkwy,
Unit 100
Windsor, CO 80528

Heirs and/or Devisees of
Eugene O. Eubank
204 52nd Ave.
Greeley, CO 80634

Hettinger, Darrel Timothy and
Kathleen Susan, TIC
19515 County Road 86
Ault, CO 80610

Hettinger, Robert LeRoy
1480 Waterwood Dr.
Windsor, CO 80550

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

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

Kirby Minerals
c/o MAP Royalty, Inc.
101 N. Robinson, Suite 1000
Oklahoma City, OK 73102

Mary Elizabeth Hager, as Trustee
of the Mary Elizabeth Hager
Revocable Trust
3767 Tayside Ct.
Timnath, CO 80546

Moore, Scott A. and Marinda M., JT
11236 Hillcrest Dr.
Greeley, CO 80631

Owens-Brockway Glass
Container Inc.
1 Michael Owens Way
Perrysburg, OH 43551

Peterson, Eric D.
5817 Lawndale, Unit #7
El Paso, TX 79912

Powers-Thomas, Penne Lynn
1513 Hillside Dr.
Fort Collins, CO 80524

Timothy S. Hager, as Trustee of the
Timothy S Hager Revocable Trust
155 E. Boardwalk Dr., Suite 400
Fort Collins, CO 80525

Town of Windsor, Colorado
301 Walnut St.
Windsor, CO 80505