

**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 TWO APPROXIMATE 560-
ACRE DESIGNATED HORIZONTAL
WELLBORE SPACING UNITS FOR PORTIONS
OF SECTIONS 25 AND 26, TOWNSHIP 6
NORTH, RANGE 67 WEST, 6TH P.M., FOR THE
CODELL AND NIOBRARA FORMATIONS,
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 two (2) approximate 560-acre wellbore spacing units, for the drilling of the Kodak South FD 25-202HC Well (API No. 05-123-40798) in WSU #1, as defined below, and the Kodak South FD 25-239HN Well (API No. 05-123-40796) in WSU #2 (collectively the "Wells"), as defined below, for the development of the Codell and Niobrara Formations on the following described lands:

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

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

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

560-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 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 (2) approximate 560-acre 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. Applicant designated the two (2) 560-acre wellbore spacing units for the production of oil, gas, and associated hydrocarbons from the Codell and Niobrara Formations pursuant to Rule 318A and notified the appropriate parties under Rule 318A.

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 Formation underlying the following approximate 560-acre wellbore spacing unit, for the drilling of the Kodak South FD 25-202HC Well (API No. 05-123-40798):

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

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

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

(throughout as "WSU #1").

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 Formation in the WSU #1, on the Application Lands.

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 pool all interests, including but not limited to, any non-consenting interests, in the Application Lands in the Niobrara Formation underlying the following approximate 560-acre wellbore spacing unit, for the drilling of the Kodak South FD 25-239HN Well (API No. 05-123-40796):

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

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

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

(throughout as "WSU #2").

10. 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 in the WSU #2, 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 Wells, and will be provided with the information required by Rule 530 as applicable.

13. That in order to prevent waste and to protect correlative rights, all interests in the wellbore spacing units should be pooled for the orderly development of the Codell and Niobrara Formations, 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 two (2) wellbore spacing units for the development of the Codell and Niobrara Formations.

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 Wells in WSU #1 and WSU #2 to the Codell or 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 Wells 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 Wells drilled to develop the Codell or Niobrara Formation in the wellbore spacing units 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 25, 2015.

Respectfully submitted:

GREAT WESTERN OPERATING COMPANY, LLC

By: _____

Jamie L. Jost
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: Hal Writer
1801 Broadway, Suite 500
Denver, CO 80202

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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 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.



Zachary P. Sears

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

Witness my hand and official seal.

[SEAL]



My commission expires: June 24, 2018



Notary Public

Exhibit A
FP – Kodak South FD 25-202HC, 25-239HN

Synergy Resources, Corporation
1127 Sherman St.
Denver, CO 80203

Paul Kenny
1506 W. Oak Street
Fort Collins, CO 80521

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

Heirs/Devisees 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

Beattie, Mary A.
13930 W. 73rd Ave.
Arvada, CO 80005

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

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

Cazer, Thomas J.
6203 W. 75th Ave.
Arvada, CO 80003

Cazier, James Richard
28800 P 25 Road
Hotchkis, CO 81419

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

Cozart, Carol I.
10210 W. Center Ave.
Lakewood, CO 80226

Dowling, Eileen J.
80005 E. Jefferson Way
Denver, CO 80237

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

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

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

Gieskieng, Eric W.
1169 Yosemite
Denver, CO 80220

Gieskieng, Krystina F.
5638 Alder Way
Littleton, CO 80128

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

Harold Long & Son, Inc.
40471 Weld County Rd.
Ault, CO 80610

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

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

Livingston Leigh Livestock of
Weld County, LLC
4124 Spring Canyon Ct.
Fort Collins, CO 80525

Lot Holding Investments, LLC
301 Centennial Drive
Milliken, CO 80543

Lowe, Louise M.
8513 Gutierrez NE
Albuquerque, NM 87111

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

M1 Landco, LLC
252 Clayton St., 4th Fl.
Denver, CO 80206

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

Northern Colorado Royalties, LLC
252 Clayton St., 4th Fl.
Denver, CO 80206

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

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

Schott, Barbara G., James Gary
Schott, Kenneth Lee Schott and
Kathryn L. Beyer, JT

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

Supplemental Interested Parties
FP – Kodak South FD 25-202HC, 25-239HN

Synergy Resources
20203 Highway 60
Platteville, CO 80651