

**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 560-ACRE  
DESIGNATED HORIZONTAL WELLBORE  
SPACING UNIT FOR PORTIONS OF  
SECTIONS 25, 26, 35, and 36, ALL IN  
TOWNSHIP 6 NORTH, RANGE 67 WEST, 6<sup>TH</sup>  
P.M., FOR THE NIOBRARA 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 pool all interests within an approximate 560-acre Designated Horizontal Wellbore Spacing Unit, as defined below, for the drilling of the Kodak South FD 25-399HN Well (API No. 05-123-40795) ("Well"), for the development of the Niobrara Formation on the following described lands:

Township 6 North, Range 67 West, 6<sup>th</sup> P.M.

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

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

Section 35: NE $\frac{1}{4}$ NW $\frac{1}{4}$ , N $\frac{1}{2}$ NE $\frac{1}{4}$

Section 36: N $\frac{1}{2}$ N $\frac{1}{2}$

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 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 June 1, 2010, the Commission entered Order No. 407-366 which, among other things, established two approximate 40-acre drilling and spacing units for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations underlying the SW $\frac{1}{4}$ SE $\frac{1}{4}$  and SE $\frac{1}{4}$ SE $\frac{1}{4}$  of Section 25 of the Application Lands, with the permitted well locations, number of wells that may be drilled in a quarter-quarter section, the setbacks, and the ability to commingle production continue in accordance with Rule 318A.

6. Applicant designated the 560-acre 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.

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 Niobrara Formation underlying the following approximate 560-acre Wellbore Spacing Unit:

Township 6 North, Range 67 West, 6<sup>th</sup> P.M.  
Section 25: S $\frac{1}{2}$ S $\frac{1}{2}$   
Section 26: SE $\frac{1}{4}$ SW $\frac{1}{4}$ , S $\frac{1}{2}$ SE $\frac{1}{4}$   
Section 35: NE $\frac{1}{4}$ NW $\frac{1}{4}$ , N $\frac{1}{2}$ NE $\frac{1}{4}$   
Section 36: N $\frac{1}{2}$ N $\frac{1}{2}$

(throughout as "Wellbore 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 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 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.

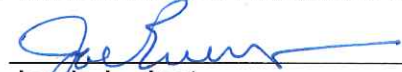
WHEREFORE, Applicant respectfully requests that this matter be set for hearing in January 2016, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

Dated: November 25<sup>th</sup>, 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 )

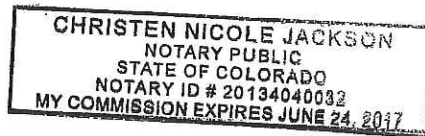
Steve Stacy, of lawful age, being first duly sworn upon oath, deposes and says that he is the Senior Vice President Land for Great Western Operating Company, LLC, and that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge, information and belief.

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

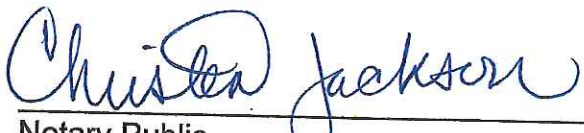
Subscribed and sworn to before me this 24<sup>th</sup> day of November 2015.

Witness my hand and official seal.

[SEAL]



My commission expires: 6-24-2017

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



**Exhibit A**  
**FP – Kodak South FD 25-399HN**

Bynum Oil Company, Inc.  
P.O. Box 3208  
Midland, TX79702

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

Four W Investment  
c/o Tim Warde  
295 71st Ave.  
Greeley, CO 80634

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

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

Martin Marietta Materials, Inc.  
P.O. Box 8040  
Fort Wayne, IN 46898

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

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

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

Weber, Brian L.  
30801 County Road 23  
Greeley, CO 80631

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

Willis Enterprises Corporation  
13101 Preston Road, Suite 110  
Dallas, TX 75240

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

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

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