

**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 26, 27 AND 28, TOWNSHIP 6
NORTH, RANGE 67 WEST, 6TH P.M., FOR THE
CODELL FORMATION, WATTENBERG FIELD,
WELD COUNTY, COLORADO

CAUSE NO. 407

DOCKET NO. **160100061**

TYPE: POOLING

AMENDED 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 Wellbore Spacing Unit, as defined below, for the drilling of the Kodak North FD 28-042HC Well (API No. Pending) ("Well"), for the development of the Codell Formation on the following described lands:

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

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

Section 27: N $\frac{1}{2}$ N $\frac{1}{2}$

Section 28: NE $\frac{1}{4}$ NE $\frac{1}{4}$

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 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 April 28, 2014, the Commission entered Order No. 407-1025, which among other things, approves the request for an order to pool all interests in nine (9) approximate 320-acre designated wellbore spacing units, including portions of the Application Lands, for the development of the Codell and Niobrara Formations. Order No. 407-1025 does not affect this Application.

6. On March 2, 2015, the Commission entered Order No. 407-1238, which among other things, approves the request for an order to pool all interests in seven (7) designated wellbore spacing units, including portions of the Application Lands, for the development of the Codell and Niobrara Formations. Order No. 407-1238 does not affect this Application.

7. 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.

8. Applicant designated the **280-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 pool all interests, including but not limited to, any non-consenting interests, in the Application Lands in the Codell Formation underlying the following approximate **280-acre Wellbore Spacing Unit**:

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

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

Section 27: N $\frac{1}{2}$ N $\frac{1}{2}$

Section 28: NE $\frac{1}{4}$ NE $\frac{1}{4}$

(throughout as "Wellbore Spacing Unit").

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 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.

12. 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 Codell 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 Codell 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 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.

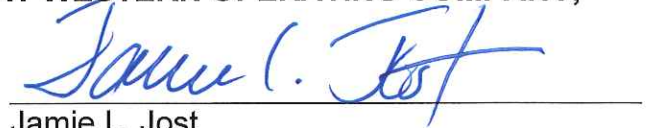
WHEREFORE, Applicant respectfully requests that this matter be set for hearing in January 2016, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

Dated: December 18, 2015.

Respectfully submitted:

**GREAT WESTERN OPERATING COMPANY,
LLC**

By:



Jamie L. Jost
Zachary P. Sears
Burleson LLP
Attorneys for Applicant
1700 Lincoln St., Suite 1300
Denver, Colorado 80203
(303) 801-3200

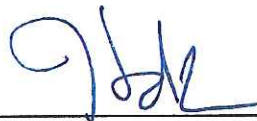
Applicant's Address:

Great Western Operating Company, LLC
ATTN: Hal Writer
1801 Broadway, Suite 500
Denver, CO 80202

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 the 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.

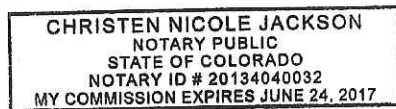


Hal Writer
Land Manager
Great Western Operating Company, LLC

Subscribed and sworn to before me this 18 day of December 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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DOCKET NO. 160100061
TYPE: POOLING

AFFIDAVIT OF MAILING

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

I, Jamie L. Jost 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 18 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.

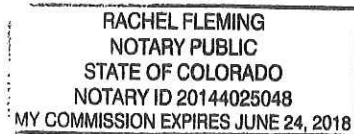


Jamie L. Jost

Subscribed and sworn to before me this 18th day of December 2015.

Witness my hand and official seal.

[SEAL]



My commission expires: June 24, 2018



Notary Public

Exhibit A
FP – Kodak North FD 28-042HC

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

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

Kerr-McGee Oil & Gas Onshore LP
1099 18th St., Suite 1800
Denver, CO 80202

Dynasty Royalty Company, LLC
252 Clayton St., 4th Floor
Denver, CO 80206

Weld County, Colorado
P.O. Box 758
Greeley, CO 80632

Adams, John and Paige, TIC
P.O. Box 699
Windsor, CO 80550

Bretz, Kevin S. and Vanessa M., JT
116 Whitney Bay
Windsor, CO 80550

DAB Fort Collins, LLC
P.O. Box 115
Fort Collins, CO 80522

Fisher, Jennifer
200 Whitney Bay
Windsor, CO 80550

Frick, Rodney A. and Michelle E., JT
105 Whitney Bay
Windsor, CO 80550

Great Western Railway of Colorado,
LLC
252 Clayton St., 4th Floor
Denver, CO 80204

Kornfield, Jennifer
100 Whitney Bay
Windsor, CO 80550

Looking Up, LLC
5310 East County Road 42E
Fort Collins, CO 80525

Moore, Larry J. and Julene L.
104 Whitney Bay
Windsor, CO 80550

Points West Community Bank
1291 Main St.
Windsor, CO 80550

SJS Properties, LLC
320 North College Ave.
Fort Collins, CO 80524

Skov, Clare B. and Twyla A., JT
101 Whitney Bay
Windsor, CO 80550

Swanson, Richard Shane
120 Whitney Bay
Windsor, CO 80550

Team SH Real Estate, LLC
7687 Golden Prairie Ct.
Fort Collins, CO 80525

Town of Windsor, Colorado
301 Walnut St.
Windsor, CO 80550

Waterval 200, LLC
355 Eastman Park Dr., Suite 200
Windsor, CO 80550

Windsor Royalty Company, LLC
1625 Pelican Lake Point, Suite 201
Windsor, CO 80550

Kohler, Garry E. and Angela M., JT
204 Whitney Bay
Windsor, CO 80550

Raley, Kevin
4678 Swadley Rd
Wheatridge, CO 80033