

**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 240-
ACRE DESIGNATED HORIZONTAL
WELLBORE SPACING UNITS FOR PORTIONS
OF SECTIONS 26 AND 27, 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 240-acre Wellbore Spacing Units, as defined below, for the drilling of the Kodak South FD 27-379HN Well (API No. 05-123-40821) in WSU #1, and the Kodak South FD 27-339HC Well (API No. 05-123-40806) in WSU #2 (collectively, the "Wells"), for the development of the Codell and Niobrara Formations on the following described lands:

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

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

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

240 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. Applicant designated the two (2) 240-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.

6. 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 240-acre Wellbore Spacing Unit for the drilling of the Kodak South FD 27-379HN Well (API No. 05-123-40821):

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

Section 26: S½SW¼

Section 27: S½S½

(throughout as "WSU #1").

7. 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 #1, on the Application Lands.

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 Codell Formation underlying the following approximate 240-acre Wellbore Spacing Unit for the drilling of the Kodak South FD 27-339HC Well (API No. 05-123-40806):

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

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

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

(throughout as "WSU #2").

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 Codell Formation in the WSU #2, 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 Wells, 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 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 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 or WSU #2 in the Wellbore Spacing Units to the Codell and Niobrara Formations 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 and Niobrara Formations 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
Zachary P. Sears
Burleson LLP
Attorneys for Applicant
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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)

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.

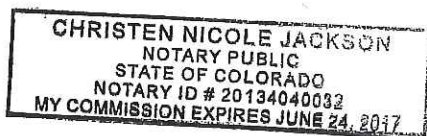


Steve Stacy
Senior Vice President Land
Great Western Operating Company, LLC

Subscribed and sworn to before me this 24th day of November 2015.

Witness my hand and official seal.

[SEAL]



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 15th 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
Zachary P. Sears

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

Rachel Fleming
Notary Public

Exhibit A
FP – Kodak South FD 27-379HN, 27-339HC

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

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

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