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 FIVE (5) APPROXIMATE 1,080-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNITS FOR PORTIONS OF SECTIONS 7, 18 AND 19, TOWNSHIP 1 SOUTH, RANGE 67 WEST, 6TH P.M., FOR THE DEVELOPMENT OF THE CODELL AND NIOBRARA FORMATIONS, WATTENBERG FIELD, ADAMS COUNTY, COLORADO	CAUSE NO. DOCKET NO. TYPE: POOLING

APPLICATION

COMES NOW Great Western Operating Company, LLC (Operator No. 10110) ("Great Western" or "Applicant"), by its attorneys, Jost Energy Law, P.C., and makes this application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order to pool all interests in five (5) approximate 1,080-acre designated horizontal Wellbore Spacing Units, as defined below, for the drilling of the following wells (API Nos. Pending): the B-Farm LD 18-388HC in WSU #1, the B-Farm LD 18-392HC in WSU #2, the B-Farm LD 18-392HN in WSU #3, the B-Farm LD 18-393HN in WSU #4, and the B-Farm LD 18-394HNX in WSU #5 (collectively, the "Wells" and/or the "Wellbore Spacing Units") for the development and operation of the Codell and Niobrara Formations on the following described lands:

Township 1 South, Range 67 West, 6th P.M.
Section 7: W½; W½E½
Section 18: W½; W½E½
Section 19: N½NW¼; NW¼NE¼

1,080-acres, more or less, Adams County, Colorado.

Hereinafter "Application Lands."

In support thereof, Applicant states and alleges as follows:

1. Applicant is a limited liability company duly authorized to conduct business in the State of Colorado, and is a registered operator in good standing with the Commission.

2. Applicant and/or its affiliate company Grizzly Petroleum Company, LLC are Owners as defined by the Colorado Oil and Gas Conservation Act and the

Commission's 100 Series Rules and own certain leasehold interests and/or the right to drill and produce on the Application Lands.

3. On February 19, 1992 (amended August 20, 1993), the Commission entered Order No. 407-87 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.

4. 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.

5. On various dates prior to the date of this Application, the Commission entered the following Orders pooling established Wellbore Spacing Units on portions of the Application Lands. The following Orders are wellbore-specific and will not affect this Application:

a. On January 26, 2015, the Commission entered Order No. 407-1196 which, among other things, pooled all interests within two approximate 320-acre designated horizontal wellbore spacing units for Section 18, Township 1 South, Range 67 West, 6th P.M., and subjected any nonconsenting interests to the cost recovery provisions of §34-60-116(7), C.R.S. for the Willow Bend LD 18-37HN Well and the Willow Bend LD 18-23HN Well, for the development and operation of the Niobrara Formation.

b. On March 2, 2015, the Commission entered Order No. 407-1275 which, among other things, pooled all interests within an approximate 320-acre designated horizontal wellbore spacing unit established for Section 18, Township 1 South, Range 67 West, 6th P.M., and subjected any nonconsenting interests to the cost recovery provisions of §34-60-116(7), C.R.S. for the Willow Bend LD 18-366HC Well, for the development and operation of the Codell Formation.

6. Applicant affirms that the B-Farm LD 18-388 HC wellbore spacing unit was originally designated as approximate 720-acre wellbore spacing units. However, Applicant will submit sundry notices for the B-Farm LD 18-388 HC wellbore spacing unit to reflect that Applicant designated the unit as an approximate 1080-acre wellbore spacing unit pursuant to Rule 318A and notified the appropriate parties under Rule 318A.

7. Applicant designated the other four (4) approximate 1,080-acre designated wellbore spacing units listed in this Application, 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.

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 1,080-acre Wellbore Spacing Unit for the drilling of the B-Farm LD 18-388HC well (API No. Pending):

Township 1 South, Range 67 West, 6th P.M.
Section 7: W½; W½E½
Section 18: W½; W½E½
Section 19: N½NW¼; NW¼NE¼

1,080-acres, more or less, Adams County, Colorado.

(throughout as "WSU #1")

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 B-Farm LD 18-388HC well to the Codell Formation in WSU #1 on the Application Lands.

10. 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 1,080-acre Wellbore Spacing Unit for the drilling of the B-Farm LD 18-392HC well (API No. Pending):

Township 1 South, Range 67 West, 6th P.M.
Section 7: W½; W½E½
Section 18: W½; W½E½
Section 19: N½NW¼; NW¼NE¼

1,080-acres, more or less, Adams County, Colorado.

(throughout as "WSU #2")

11. 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 B-Farm LD 18-392HC well to the Codell Formation in WSU #2 on the Application Lands.

12. 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 1,080-acre Wellbore Spacing Unit for the drilling of the B-Farm LD 18-392HN well (API No. Pending):

Township 1 South, Range 67 West, 6th P.M.
Section 7: W½; W½E½
Section 18: W½; W½E½
Section 19: N½NW¼; NW¼NE¼

1,080-acres, more or less, Adams County, Colorado.

(throughout as "WSU #3")

13. 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 B-Farm LD 18-392HN well to the Codell Formation in WSU #3 on the Application Lands.

14. 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 1,080-acre Wellbore Spacing Unit for the drilling of the B-Farm LD 18-393HN well (API No. Pending):

Township 1 South, Range 67 West, 6th P.M.
Section 7: W½; W½E½
Section 18: W½; W½E½
Section 19: N½NW¼; NW¼NE¼

1,080-acres, more or less, Adams County, Colorado.

(throughout as "WSU #4")

15. 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 B B-Farm LD 18-393HN well to the Niobrara Formation in WSU #4 on the Application Lands.

16. 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 1,080-acre Wellbore Spacing Unit for the drilling of the B B-Farm LD 18-394HNX well (API No. Pending):

Township 1 South, Range 67 West, 6th P.M.
Section 7: W½; W½E½
Section 18: W½; W½E½
Section 19: N½NW¼; NW¼NE¼

1,080-acres, more or less, Adams County, Colorado.

(throughout as "WSU #5")

17. 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 B-Farm LD 18-394HNX well to the Niobrara Formation in WSU #5 on the Application Lands.

18. 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 respective Wells, and will be provided with the information required by Rule 530 as applicable.

19. That in order to prevent waste and to protect correlative rights, all interests in WSU #1, WSU #2, WSU #3, WSU #4 and WSU #5 should be pooled for the orderly development and operation of the Codell and Niobrara Formations, including any non-consenting interests therein.

20. The granting of this Application is in accord with the Oil and Gas Conservation Act, found at §§ 34-60-101 et seq., C.R.S., and the Commission Rules.

WHEREFORE, Applicant requests that this matter be set for hearing in December 2017, that notice be given as required by law, and that upon such hearing, the Commission enter its order:

A. Pooling all interests in five (5) approximate 1,080-acre designated horizontal Wellbore Spacing Units on the Application Lands for the development and operation 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 each Well in WSU #1, WSU #2, WSU #3, WSU #4 and WSU #5, for the development of 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 1,080-acre 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.

Dated: October 12, 2017.

Respectfully submitted:

GREAT WESTERN OPERATING COMPANY, LLC

By: _____

Jamie L. Jost
Kelsey H. Wasylenky
Jost Energy Law, P.C.
Attorneys for Applicant
1401 17th Street, Suite 370
Denver, Colorado 80202
(720) 446-5620
jjost@jostenergylaw.com
kwasylenky@jostenergylaw.com

Applicant's Address:
Great Western Operating Company, LLC
ATTN: Matthew Acree
1801 Broadway, Suite 500
Denver, CO 80202

VERIFICATION

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

Matthew Acree, of lawful age, being first duly sworn upon oath, deposes and says that he is the Senior Landman 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.

Matthew Acree
Senior Landman
Great Western Operating Company, LLC

Subscribed and sworn to before me this 6th day of October 2017.

Witness my hand and official seal.

[SEAL]

JANET C WILLSON
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID # 20024018949
MY COMMISSION EXPIRES JUNE 11, 2018

My commission expires: 6/11/2018

Janet C. Willson
Notary Public

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 NINETEEN (19) APPROXIMATE 1,080-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNITS FOR PORTIONS OF SECTIONS 7, 18 AND 19, TOWNSHIP 1 SOUTH, RANGE 67 WEST, 6TH P.M., FOR THE DEVELOPMENT OF THE CODELL AND NIOBRARA FORMATIONS, WATTENBERG FIELD, ADAMS COUNTY, COLORADO	CAUSE NO. DOCKET NO. 171200843 TYPE: POOLING

AFFIDAVIT OF MAILING

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

The undersigned, 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 18th day of October, 2017, 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 hereto.

Jamie L. Jost
Kelsey H. Wasylenky

Subscribed and sworn to before me this 16th day of October 2017.

Witness my hand and official seal.

[SEAL]

KERRY LEBLEU
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 19934018734
MY COMMISSION EXPIRES JULY 24, 2021

Notary Public

Exhibit A
GWOC - B-Farms W2 Interior

Grizzly Petroleum Company, LLC
1801 Broadway, Ste. 500
Denver, CO 80202

James E. Bates
P.O. Box 796
Brighton, CO 80601

Ward Petroleum Corporation
14000 Quail Springs Pkwy, Suite 5000
Oklahoma City, OK 73134

WEP Operating Co., LLC
502 S. Fillmore St
Enid, OK 73703

Upland Exploration, Inc.
3303 Cypress Creek Pkwy, #145
Houston, TX 77068

J. M. Resources, Incorporated
425 S. Cherry St., Ste. 500
Denver, CO 80222

Gail Garvey
#3 Normton Dr
St. Louis, MO 63124

Matrix Energy , LLC
PO Box 271309
Ft. Collins, CO 80527

Pamco Investments Corporation
3900 S Wadsworth Ave, Suite 495
Denver, CO 80235

Powell Resources, Inc
3030 NW Expressway, Suite 1602
Oklahoma City, OK 73112

HRM Resources, LLC
555 17th Street, Suite 950
Denver, CO 80202

Byron Oil Industries
1302 Clarkson/Clayton Center, Ste. 105
Ballwin, MO 63011

Edward R. Joyce
1108 Olive St. 4th
St. Louis, MO 63101-1949

Glenn C. Elder, CTUA Trust
United Bank of MO
P.O. Box 419226
Kansas City, MO 64141

Edwin L. Kertz
415 Andover Lane
Ballwin, MO 63011

Dr. Albert & Mary Ann Baumann
135 Robin Hill Dr.
Steelville, MO 65565

Irwing F. Fausek, Sr. Testimentary Trust
c/o James F. Fausek, Trustee
372 Pebble Acres Dr.
St. Louis, MO 63141

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

Melvin G. McClane and Dorothy N.
McClane, Joint Tenants
1412 W. 103 Ave
Northglenn, CO 80221

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 NINETEEN (19) APPROXIMATE 1,080-ACRE DESIGNATED HORIZONTAL WELLBORE SPACING UNITS FOR PORTIONS OF SECTIONS 7, 18 AND 19, TOWNSHIP 1 SOUTH, RANGE 67 WEST, 6TH P.M., FOR THE DEVELOPMENT OF THE CODELL AND NIOBRARA FORMATIONS, WATTENBERG FIELD, ADAMS COUNTY, COLORADO	CAUSE NO. DOCKET NO. 171200843 TYPE: POOLING

SUPPLEMENTAL AFFIDAVIT OF MAILING

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

The undersigned, 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 18th day of October, 2017, 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 hereto.

Jamie L. Jost
Kelsey H. Wasylenky

Subscribed and sworn to before me this 17th day of October 2017.

Witness my hand and official seal.

[SEAL]

KERRY LEBLEU
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 19934018734
MY COMMISSION EXPIRES JULY 24, 2021

Notary Public

Exhibit A
FP-B-Farms W2 Interior

Stonehocker Farms, LLC
15600 Holly St.
Brighton, CO 80602

Lombardi Brighton Properties, LLC
679 Crawford Circle
Longmon, CO 80501

The George and Diane Lombardi Living Trust dated July 18, 2000
15840 Colorado Boulevard
Brighton, CO 80602

George Lombardi and Diane Lombardi, joint tenants
15840 Colorado Boulevard
Brighton, CO 80602

Colorado Department of Transporation, f/k/a the Department of Highways, State of Colorado4201 E. Arkansas
Denver, CO 80223

John Weins and Linda Weins, joint tenants
312 Mesa St.
Brighton, CO 80601

Larry Chapman
15742 Colorado Blvd.
Brighton, CO 80602-7806

Norma Kerss
10682 Brewer Drive
Northglenn, CO 80233

Lois Fretter
15313 Arrowhead
Brighton, CO 80603

Grace C. Chatfield
66 Alpine Drive
Wayne, NJ 07470

Diana E. Godinho and Dwayne E. Koch, joint tenants
13750 HuronBroomfield, CO 80020

Diana E. Godinho and Dwayne E. Koch, joint tenants
5665 Weld County Road, #3"
Erie, CO 80516

Bradley H. Barton and Lila B. Barton, tenants in common
10535 Melody Drive
Northglenn, CO 80234

Nancy P. Wierman, Trustee of the Douglas E. Wierman Trust
15431 Holly St.
Brighton, CO 80601

Carol W. Sarian
505 Bluebird Ridge Road
Ashville, NC 28804

David D. Wierman
3865 Michael Road South
Ann Arbor, MI 48103

Colorado & E-470 LLC
12460 E. 1st Street, PO Box 247
Eastlake, CO 80614-0247

LMB Capital Partners, LLC
905 West 124th Avenue, Suite 200
Westminster, CO 80234

City of Thornton
9500 Civic Center Drive
Thornton, CO 80229

Robert L. Green
14930 Colorado Boulevard
Brighton, CO 80601

Anthony Palizzi and Vera Palizzi, joint tenants
14770 Colorado Boulevard
Brighton, CO 80602-7823

Stanley H. Harris and Marianna Harris, joint tenants
14700 Colorado Boulevard
Brighton, CO 80601

Shirley K. Amerin
14730 Colorado Boulevard
Brighton, CO 80602

Terry R. Bunker and Brenda L. Maez, joint tenants
14620 Colorado Boulevard
Thornton, CO 80602-7845

Charles Ehmka and Teri Ann Ehmka, joint tenants
13800 Hudson St.
Thornton, CO 80502

Steve R. Claps and Sue C. Claps, joint tenants
14660 Colorado Boulebard
Brighton, CO 80602

Jonathan E. Hartman, Lori A. Hartman, Kenneth W. Tanksley, and Carolyn J. Tanksley, joint tenants
14680 Colorado Blvd.
Brighton, CO 80602

Samuel R. Molinaro and Kenneth Molinaro, joint tenants
8450 Counter Dr.
Henderson, CO 80640

Lynn Chan Fam and Son T. Nguyen, joint tenants
4221 E. 144th Avenue
Brighton, CO 80602

Lisa Kim Padgett and Gary Alan Padgett, joint tenants
4221 E. 144th Avenue
Brighton, CO 80602

Jimmy R. McMahan and Betty Jo McMahan, joint tenants
14673 Cherry St.
Brighton, CO 80602

John Paul Sack and Donna Reif Sack, joint tenants
14773 Cherry St.
Brighton, CO 80602

John Crump and Raelene Crump, joint tenants
P.O. Box 921
Eastlake, CO 80614-0921

L. Eloy Trujillo and Constance L. Trujillo, joint tenants
1171 Dexter St.
Broomfield, CO 80020

Micheal A. Griswold and Teresa L. Griswold, joint tenants
14742 Cherry St.
Brighton, CO 80502

Scott C. Thomas and Jana M. Thomas, joint tenants
14683 Cherry St.
Brighton, CO 80602

William C. Wilcox and Verla J. Wilcox, joint tenants
14663 Cherry St.
Brighton, CO 80602

Jonathan S. Hurley and Kristi A, Hurley, joint tenants
14583 Cherry St.
Brighton, CO 80602

Donald L. Hunter and Wendee M. Hunter, joint tenants
14523 Cherry St.
Brighton, CO 80602

Anita L. Pacheco
14464 Birch St.
Brighton, CO 80602-7819

Doyle LaVerdue
11900 Lavinia Lane
Northglenn, CO 80233

Gaylia A. Weber
14443 Cherry St.
Brighton, CO 80602

Adams County, Colorado
4430 S. Adams Cty. Pkwy
Brighton, CO 80601

James D. Patterson and Mildred Patterson, joint tenants
14642 Cherry St.
Brighton, CO 80601

Carma J. Dunham Living Trust, dated November 10, 2005 14582 Cherry St.Brighton, CO 80602

Carma J. Dunham and Samuel L. Dunham, Co-Trustees of the Carma J. Dunham Trust dated March 14, 2003
14582 Cherry St.
Brighton, CO 80602

Teryl J. Richmann and Carolyn J. Richmann, joint tenants
14522 Cherry St.
Brighton, CO 80602

Joseph C. Kielsmeier and Catherine A. Kielsmeier, joint tenants
14522 Cherry St.
Brighton, CO 80602

Philip G. Olson and Marcia A. Olson, as joint tenants
14462 Cherry St.
Brighton, CO 80602

McCulliss Resources Co., Inc.
P.O. Box 3248
Littleton, CO 80161

George G. Vaught, Jr.
P.O. Box 13557
Denver, CO 80201

Christine A. Nord Weisser
6025 N. 27th Ave., Ste. 1
Phoenix, AZ 85017-1764

Amelia S. Oxley
P.O. Box 33504
Northglenn, CO 80233

James Postle
3168 5th St.
Boulder, CO 80304

Willow Bend, Inc.
3168 5th St.
Boulder, CO 80304

Lewis Point Resources, LLC
12460 1st St.
Eastlake, CO 80614

The Heirs or Devisees of Douglas E. Wierman
15431 Holly St.
Brighton, CO 80601

Postle Development Company
6800 79th Street, Suite 201
Niwot, CO 80503