

**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 SUBJECT
ADDITIONAL PARTIES TO A PENDING
ORDER IN DOCKET NO. 171000705, WHICH
POOLS ALL INTERESTS IN AN
APPROXIMATE 400-ACRE DESIGNATED
HORIZONTAL WELLBORE SPACING UNIT
FOR PORTIONS OF SECTIONS 19, 20, 29
AND 30, TOWNSHIP 6 NORTH, RANGE 67
WEST, 6TH P.M., FOR THE DEVELOPMENT OF
THE CODELL 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, 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 subject additional parties to a pending order in Docket No. 171000705, which pools all interests in an approximate 400-acre designated horizontal Wellbore Spacing Unit, as defined below, for the drilling of the Raindance FD 20-399HC Well (API No. 05-123-45196) (the "Well") for the development and operation of the Codell Formation on the following described lands:

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

Section 19: SE $\frac{1}{4}$ SE $\frac{1}{4}$

Section 20: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 29: N $\frac{1}{2}$ N $\frac{1}{2}$

Section 30: NE $\frac{1}{4}$ NE $\frac{1}{4}$

400-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 is an Owner as defined by the Colorado Oil and Gas Conservation Act and the Commission's 100 Series Rules and own certain leasehold interests or the right to operate leasehold interests in the Application Lands.

3. On April 27, 1998, the Commission adopted Rule 318A, the Greater Wattenberg Area Special Well Location, Spacing and Unit Designation Rule. The Application Lands are subject to this Order for the Codell Formation.

4. 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. The Application Lands are subject to certain aspects of this Rule for the Codell Formation.

5. On January 7, 2013, the Commission entered Order No. 407-742, as corrected, which, among other things, vacated certain 80-acre drilling and spacing units established by Order No. 407-87 for portions of Sections 19 and 30, Township 6 North, Range 67 West, 6th P.M., and established two 320-acre and 480-acre drilling and spacing units for portions of Sections 19 and 30, Township 6 North, Range 67 West, 6th P.M., approved up to four horizontal wells within each unit for the production of oil, gas and associated hydrocarbons from the Codell-Niobrara Formation, with the treated interval of the horizontal wellbores to be no closer than 460 feet from the unit boundaries, and no closer than 150 feet from the treated interval of any other wellbore located in the unit, without exception being granted by the Director.

6. On September 16, 2013, the Commission entered Order No. 407-851 which, among other things, established an approximate 480-acre horizontal drilling and spacing unit for portions of Sections 19 and 30, Township 6 North, Range 67 West, 6th P.M., and approved up to 12 horizontal wells within the unit for the production of oil, gas, and associated hydrocarbons from the Codell-Niobrara Formation, with the treated interval of the wellbore to be located no closer than 460 feet from the unit boundaries and no closer than 150 feet from the treated interval of any other wellbore located in the unit, without exception being granted by the Director.

7. On September 15, 2014, the Commission entered Order No. 407-1104 which, among other things, vacated an approximate 320-acre drilling and spacing unit established by Order No. 407-472 for Section 30, Township 6 North, Range 67 West, 6th P.M., vacated Order No. 407-851 in its entirety, and modified Order No. 407-742 to reflect a corrected acreage of 450 acres for the drilling and spacing unit established for Sections 19 and 30, Township 6 North, Range 67 West, 6th P.M. The SE $\frac{1}{4}$ of Section 19 and the E $\frac{1}{2}$ of Section 30, Township 6 North, Range 67 West, 6th P.M., are subject to Order No. 407-1104.

8. On March 20, 2017, the Commission entered Order No. 407-1898 which, among other things, established an approximate 1,715.781-acre drilling and spacing unit for portions of Sections 19, 20, 29, and 30, Township 6 North, Range 67 West, 6th P.M., and Sections 23, 24, 25, and 26, Township 6 North, Range 68 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara, Codell, Carlile, and Greenhorn Formations, and approved up to 25 horizontal wells within the unit, with the productive interval of any horizontal well to be located no closer than 460 feet from the unit boundaries, and no closer than 150 feet from the productive interval of any other wellbore located in the unit, unless the Director grants an exception. Order No. 407-1898 further provides that the Raindance FD #19-21HN Well (API No. 05-123-37633) shall be plugged and abandoned prior to the completion of the first horizontal well drilled in the 1,715.781-acre drilling and spacing unit established by this Order, or the first horizontal well drilled in the 771.229-acre drilling and spacing unit established by Order No. 407-1900, whichever occurs first. The current allocation of proceeds for the Raindance FD #19-21HN Well (API No. 05-123-37633) shall be maintained until the well is plugged and abandoned. Upon the plugging and abandonment of the Raindance FD #19-21HN Well (API No. 05-123-37633), Order No. 407-1104 shall be deemed vacated. Portions of the Application Lands are subject to Order No. 407-1898.

9. On March 20, 2017, the Commission entered Order No. 407-1899 which, among other things, pool all interests in an approximate 1,715.781-acre drilling and spacing unit established for portions of Sections 19, 20, 29, and 30, Township 6 North, Range 67 West, 6th P.M., and Sections 23, 24, 25, and 26, Township 6 North, Range 68 West, 6th P.M., and to subject any nonconsenting interests to the cost recovery provisions of §34-60-116(7), C.R.S., for the drilling of the Raindance FC 23-232HNX Well, Raindance FC 23-232HN Well, Raindance FC 23-249HN Well, Raindance FC 23-272HC Well, Raindance FC 23-289HNX Well, Raindance FC 23-289HN Well, Raindance FC 23-312HN Well, Raindance FC 23-312HC Well, Raindance FC 23-329HNX Well, Raindance FC 23-352HN Well, Raindance FC 23-369HN Well, Raindance FC 23-369HC Well, Raindance FC 23-392HNX Well, Raindance FC 26-009HN Well, Raindance FC 26-032HN Well, Raindance FC 26-032HC Well, Raindance FC 26-049HN Well, Raindance FC 26-072HNX Well, Raindance FC 26-089HC Well, Raindance FC 26-089HN Well, Raindance FC 26-112HN Well, Raindance FC 26-112HNX Well, Raindance FC 26-129HC Well, Raindance FC 26-152HN Well, and the Raindance FC 26-169HN Well, for the development and operation of the Niobrara and Codell Formations. Portions of the Application Lands are subject to Order No. 407-1899.

10. On August 31, 2017, Applicant filed a verified application pursuant to §34-60-116, C.R.S. in Docket No. 171000705 for an order to pool all interests in an approximate 400-acre designated horizontal wellbore spacing unit established for the Application Lands (the "Wellbore Spacing Unit"), for the development and operation of the Codell Formation; and to subject any non-consenting interests to the cost recovery provisions of §34-60-116(7), C.R.S., effective as of the earlier of the date of the Application, or the date that any of the costs specified in §34-60-116(7)(b), C.R.S., are first

incurred for the drilling of the Raindance FD 20-399HC Well (API No. 05-123-45196). Docket No. 171000705 is set to be heard at the Commission's October 30, 2017 hearing.

11. 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 subject additional parties to the pending order in Docket No. 171000705, which pools all interests, including but not limited to, any non-consenting interests, in the Application Lands in the Codell Formation underlying the approximate 400-acre designated horizontal Wellbore Spacing Unit on the Application Lands for the development and operation of the Codell Formation.

12. 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 Raindance FD 20-399HC Well (API No. 05-123-45196) to the Codell Formation on the Application Lands.

13. Applicant certifies that copies of this Application will be served on additional persons, not otherwise subject to the original pooling in Docket No. 171000705, 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.

14. In order to prevent waste and to protect correlative rights, additional parties should be subject to the pending order in Docket No. 171000705 for the orderly development and operation of the Codell Formation, including any non-consenting interests therein.

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. Subjecting additional parties to the pending order in Docket No. 171000705 for the development and operation of the Raindance FD 20-399HC Well (API No. 05-123-45196) on the Application Lands, including the cost recovery provisions of §34-60-116(7), C.R.S., authorized thereby, as applicable.

B. Providing that the Commission's order subjecting additional parties to the pending order in Docket No. 171000705, including the cost recovery provisions of C.R.S. §34-60-116(7), be made effective as of the earlier of the date of the Application, or the date that any of the costs specified in §34-60-116(7)(b)(II), C.R.S., are first incurred for the drilling of the Raindance FD 20-399HC Well (API No. 05-123-45196) to the Codell Formation on the Application Lands.

C. 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: 

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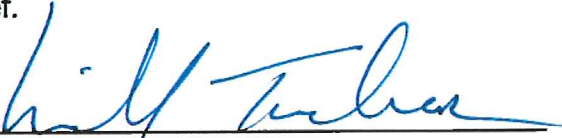
Applicant's Address:

Great Western Operating Company, LLC
ATTN: Michael Tucker
1801 Broadway, Suite 500
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VERIFICATION

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

Michael Tucker, of lawful age, being first duly sworn upon oath, deposes and says that he is a 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.

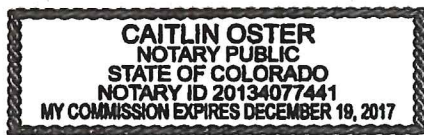


Michael Tucker
Senior Landman
Great Western Operating Company, LLC

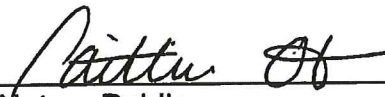
Subscribed and sworn to before me this 10th day of October 2017.

Witness my hand and official seal.

[SEAL]



My commission expires: 12/19/2017




Notary Public

IN THE MATTER OF THE APPLICATION OF
GREAT WESTERN OPERATING COMPANY,
LLC FOR AN ORDER TO SUBJECT
ADDITIONAL PARTIES TO A PENDING ORDER
IN DOCKET NO. 171000705, WHICH POOLS
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ACRE DESIGNATED HORIZONTAL
WELLBORE SPACING UNIT FOR PORTIONS
OF SECTIONS 19, 20, 29 AND 30, TOWNSHIP
6 NORTH, RANGE 67 WEST, 6TH P.M., FOR
THE DEVELOPMENT OF THE CODELL
FORMATION, WATTENBERG FIELD, WELD
COUNTY, COLORADO

TYPE: POOLING

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



Jamie L. Jost

Subscribed and sworn to before me this 12th day of October, 2017.


Notary Public

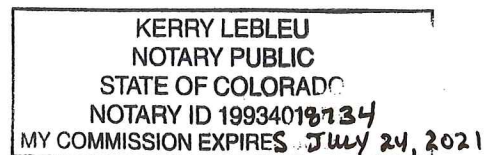


EXHIBIT A
RP-Raindance 20-399

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