

**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 400-  
ACRE DESIGNATED HORIZONTAL  
WELLBORE SPACING UNITS FOR PORTIONS  
OF SECTIONS 7 AND 18, TOWNSHIP 1  
SOUTH, RANGE 67 WEST, 6<sup>TH</sup> 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 400-acre designated horizontal Wellbore Spacing Units, as defined below, for the drilling of the following wells (API Nos. Pending): the B-Farm LD 18-034HC in WSU #1, the B-Farm LD 18-034HN in WSU #2, the B-Farm LD 18-036HN in WSU #3, the B-Farm LD 18-037HC in WSU #4, and the B-Farm LD 18-039HC 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, 6<sup>th</sup> P.M.  
Section 7: E $\frac{1}{2}$   
Section 18: N $\frac{1}{2}$ NE $\frac{1}{4}$

400-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 December 15, 2014, the Commission entered Order No. 407-1185 which, among other things, pooled all interests within an approximate 320-acre designated horizontal wellbore spacing unit for Sections 17 and 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 18-361HN Well, for the development and operation of the Niobrara Formation.

b. 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.

c. On March 2, 2015, the Commission entered Order No. 407-1270 which, among other things, pooled all interests within an approximate 320-acre designated horizontal wellbore spacing unit established for Sections 17 and 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 18-361HC Well, for the development and operation of the Codell Formation.

d. On March 2, 2015, the Commission entered Order No. 407-1274 which, among other things, pooled all interests within two approximate 160-acre designated horizontal wellbore spacing units 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 18-22HN Well and the Willow Bend LD 18-22HC Well, for the development and operation of the Niobrara Formation.

e. 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, 6<sup>th</sup> 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.

f. On April 13, 2015, the Commission entered Order No. 407-1296 which, among other things, subjected an additional party to the cost recovery provisions of 34-60-116(7), C.R.S., within an approximate 320-acre designated horizontal wellbore spacing unit established for portions of Sections 17 and 18, Township 1 South, Range 67 West, 6<sup>th</sup> P.M., with all interests in the 320-acre wellbore spacing unit pooled in Order No. 407-1185, for the development and operation of the Niobrara Formation.

6. Applicant designated the five (5) 400-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.

7. Applicant, pursuant to Commission Rule 530 and/or the provisions of § 34-60-116 (6) and (7), C.R.S., 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 400-acre Wellbore Spacing Unit for the drilling of the B-Farm LD 18-034HC well (API No. Pending):

Township 1 South, Range 67 West, 6<sup>th</sup> P.M.

Section 7: E½

Section 18: N½NE¼

400-acres, more or less, Adams County, Colorado.

(throughout as "WSU #1")

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 § 34-60-116(7)(b), C.R.S., are first incurred for the drilling of the B-Farm LD 18-034HC well to the Codell Formation in WSU #1 on the Application Lands.

9. Applicant, pursuant to Commission Rule 530 and/or the provisions of § 34-60-116 (6) and (7), C.R.S., 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 400-acre Wellbore Spacing Unit for the drilling of the B-Farm LD 18-034HN well (API No. Pending):

Township 1 South, Range 67 West, 6<sup>th</sup> P.M.

Section 7: E $\frac{1}{2}$

Section 18: N $\frac{1}{2}$ NE $\frac{1}{4}$

400-acres, more or less, Adams County, Colorado.

(throughout as "WSU #2")

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 § 34-60-116(7)(b), C.R.S., are first incurred for the drilling of the B-Farm LD 18-034HN well to the Niobrara Formation in WSU #2 on the Application Lands.

11. Applicant, pursuant to Commission Rule 530 and/or the provisions of § 34-60-116 (6) and (7), C.R.S., 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 400-acre Wellbore Spacing Unit for the drilling of the B-Farm LD 18-036HN well (API No. Pending):

Township 1 South, Range 67 West, 6<sup>th</sup> P.M.

Section 7: E $\frac{1}{2}$

Section 18: N $\frac{1}{2}$ NE $\frac{1}{4}$

400-acres, more or less, Adams County, Colorado.

(throughout as "WSU #3")

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 § 34-60-116(7)(b), C.R.S., are first incurred for the drilling of the B-Farm LD 18-036HN well to the Niobrara Formation in WSU #3 on the Application Lands.

13. Applicant, pursuant to Commission Rule 530 and/or the provisions of § 34-60-116 (6) and (7), C.R.S., 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 400-acre Wellbore Spacing Unit for the drilling of the B-Farm LD 18-037HC well (API No. Pending):

Township 1 South, Range 67 West, 6<sup>th</sup> P.M.

Section 7: E $\frac{1}{2}$

Section 18: N $\frac{1}{2}$ NE $\frac{1}{4}$

400-acres, more or less, Adams County, Colorado.

(throughout as "WSU #4")

14. 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 § 34-60-116(7)(b), C.R.S., are first incurred for the drilling of the B-Farm LD 18-037HC well to the Codell Formation in WSU #4 on the Application Lands.

15. Applicant, pursuant to Commission Rule 530 and/or the provisions of § 34-60-116 (6) and (7), C.R.S., 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 400-acre Wellbore Spacing Unit for the drilling of the B-Farm LD 18-039HC well (API No. Pending):

Township 1 South, Range 67 West, 6<sup>th</sup> P.M.

Section 7: E $\frac{1}{2}$

Section 18: N $\frac{1}{2}$ NE $\frac{1}{4}$

400-acres, more or less, Adams County, Colorado.

(throughout as "WSU #5")

16. 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 § 34-60-116(7)(b), C.R.S., are first incurred for the drilling of the B-Farm LD 18-039HC well to the Codell Formation in WSU #5 on the Application Lands.

17. 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.

18. 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.

19. 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 to:

A. Pool all interests in five (5) approximate 400-acre designated horizontal Wellbore Spacing Units on the Application Lands for the development and operation of the Codell and Niobrara Formations.

B. Provide 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. Provide 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 § 34-60-116(6) and (7), C.R.S., and made subject to the cost recovery provisions thereof with respect to the Wells drilled to develop the Codell and Niobrara Formations in the 400-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<sup>th</sup>, 2017.

Respectfully submitted:

**GREAT WESTERN OPERATING COMPANY, LLC**

By:



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

Applicant's Address:

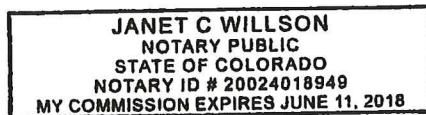
Great Western Operating Company, LLC  
ATTN: Matthew Acree  
1801 Broadway, Suite 500  
Denver, CO 80202

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

Matthew Acree  
Senior Landman  
Great Western Operating Company, LLC

Subscribed and sworn to before me this 6<sup>th</sup> day of October 2017.

[SEAL]



My commission expires: 6/1/2018


Janet C. Wilson  
Notary Public



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FIELD, ADAMS COUNTY, COLORADO

TYPE: POOLING

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

  
\_\_\_\_\_  
Jamie L. Jost  
Kelsey H. Wasylenky

Subscribed and sworn to before me this 18th day of October 2017.

  
Notary Public

**Exhibit A**  
**GWOC - B-Farms 1-mile E2 Interior**

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

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

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

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

Edward R. Joyce  
1108 Olive St. 4<sup>th</sup>  
St. Louis, MO 63101-1949

Glenn C. Elder, CTUA Trust United Bank of MO  
P.O. Box 419226  
Kansas City, MO 644141

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

PetroShare Corp.  
9635 Maroon Circle  
Suite 400  
Englewood, CO 80112

PEO Colorado LLC  
16400 North Dallas Parkway, Suite 400  
Dallas, TX 75248

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NIOBRARA FORMATIONS, WATTENBERG  
FIELD, ADAMS COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

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 18<sup>th</sup> day of October, 2017, I caused a copy of the Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A hereto.

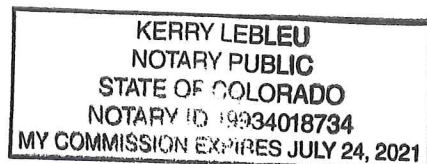
Jamie L. Jost  
Kelsey H. Wasylenky

Subscribed and sworn to before me this 17<sup>th</sup> day of October 2017.

Witness my hand and official seal.

[SEAL]

Notary Public



**Exhibit A**  
**FP-B-Farms 1-mile E2 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 Transportation, f/k/a  
the Department of Highways, State of  
Colorado  
4201 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 Huron  
Broomfield, 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

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

James Postle  
3168 5th St.  
Boulder, CO 80304

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