

**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 640-
ACRE DESIGNATED HORIZONTAL
WELLBORE SPACING UNITS FOR PORTIONS
OF SECTIONS 20 AND 29, TOWNSHIP 1
NORTH, RANGE 66 WEST, 6TH P.M., FOR THE
DEVELOPMENT OF THE CODELL AND
NIOBRARA FORMATIONS, WATTENBERG
FIELD, WELD COUNTY, COLORADO

CAUSE NO. 407

DOCKET NO. 180600____

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 two approximate 640-acre designated horizontal wellbore spacing units, as defined below, for the drilling of the DITTMER KE 20-032HC (API No. 05-123-43442) in WSU #1 and the DITTMER KE 20-032HN (API No. 05-123-43456) in WSU #2 ("Wells"), for the development and operation of the Codell and Niobrara Formations on the following described lands:

Township 1 North, Range 66 West, 6th P.M.

Section 20: E $\frac{1}{2}$ W $\frac{1}{2}$, W $\frac{1}{2}$ E $\frac{1}{2}$

Section 29: E $\frac{1}{2}$ W $\frac{1}{2}$, W $\frac{1}{2}$ E $\frac{1}{2}$

Wellbore Spacing Unit Nos. 1 & 2 (640 acres)

DITTMER KE 20-032HC (CODELL)

DITTMER KE 20-032HN (NIOBRARA)

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 is an "Owner" as defined by the Oil and Gas Conservation Act and owns certain leasehold interests or has the right to operate leasehold interests in the Application Lands.

3. 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 and Niobrara Formations underlying certain lands, with permitted well locations in accordance with the provisions of Order No. 407-1. The Application Lands are subject to this Order for the Niobrara and Codell Formations.

4. 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 Rule for the Niobrara and Codell Formations.

5. On March 19, 2018, the Commission entered Order No. 407-2391 which, among other things, established an approximate 640-acre drilling and spacing unit for the E½ of Sections 20 and 29, Township 1 North, Range 66 West, 6th P.M. and approved eight horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations in the unit; and provided that the productive interval of any horizontal well shall be no closer than 460 feet from the boundaries of the unit and not less than 150 feet from the productive interval of another well within the unit, and authorizing one well pad to be located within the unit, or adjacent thereto, unless an exception is granted by the Director.

6. Applicant designated the two approximate 640-acre designated 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 in the two approximate 640-acre designated wellbore spacing units established for the Application Lands for the development and operation of the Wells in the Niobrara and Codell Formations, and to subject any nonconsenting interests to the cost recovery provisions of §34-60-116(7), C.R.S., 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 Wells to the Niobrara or Codell Formations.

8. 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.

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

10. 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 on June 11, 2018, that notice be given as required by law, and that upon such hearing, the Commission enter its order:

A. Pooling all interests in two approximate 640-acre designated horizontal wellbore spacing units on the below-described Application Lands for the development and operation of the Codell and Niobrara Formations:

Township 1 North, Range 66 West, 6th P.M.

Section 20: E $\frac{1}{2}$ W $\frac{1}{2}$ W $\frac{1}{2}$ E $\frac{1}{2}$

Section 29: E $\frac{1}{2}$ W $\frac{1}{2}$ W $\frac{1}{2}$ E $\frac{1}{2}$

Wellbore Spacing Unit Nos. 1 & 2 (640 acres)

DITTMER KE 20-032HC (CODELL)

DITTMER KE 20-032HN (NIOBRARA)

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 and WSU #2 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 a horizontal well, or who have failed to make a timely election to lease or participate, are pooled by operation of statute, pursuant § 34-60-116(6) and (7), to C.R.S. and made subject to the cost recovery provisions thereof with respect to any horizontal well drilled to develop the Codell and Niobrara Formations in the drilling and spacing unit comprising the Application Lands.

D. For such other findings and orders as the Commission may deem proper or advisable in this matter.

Dated: April 12, 2018.

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

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


Matthew Acree
Senior Landman
Great Western Operating Company, LLC

Witness my hand and official seal.

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

Janet C. Willson
Notary Public

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CAUSE NO. 407

DOCKET NO. 180600430

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 17th day of April, 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 to this Affidavit.



Jamie L. Jost
Kelsey H. Wasylenky

Subscribed and sworn to before me this 17th day of April, 2018.

Witness my hand and official seal.

[SEAL]



Notary Public

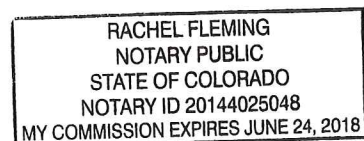


Exhibit A
GWOC - FP - Dittmer Centerline

Great Western Operating Company, LLC
1801 Broadway, Suite 500
Denver, CO 80202

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

Donald Allen Truax
13491 County Road 4 1/4
Brighton, CO 80603

Harris & Roberts L.L.C.
7500 E. Arapahoe Rd., Ste. 333
Centennial, CO 80112

Heirs or Devisees of Herman F. Dreyer
c/o David A. Dreyer
13639 County Road 4
Brighton, CO 80603

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

RAISA II, LLC
PO Box 987
Denver, CO 80201

Victoria M. Anderson and Michael S.
Gebauer, joint tenants
13541 County Road 4 1/4
Brighton, CO 80603

JFDR, LLC
915 W. Lehigh, Suite 1394
Englewood, CO 80150

DJ Homestead, LLC
9033 E. Easter Place, Suite 112
Centennial, CO 80122

Morenergy Exploration Company
410 17th Street, Suite 1050
Denver, CO 80202

Michael Anthony Myers
13498 County Road 6
Brighton, CO 80600

Halliburton Energy Services, Inc.
10200 Bellaire Blvd., Houston, TX
Harris, TX 77072

Ma-n-Bo, L.L.C.
P.O. Box 391
Ft. Lupton, CO 80621

JMF Cattle Company
1660 S. Albion St. Ste. 412
Denver, CO 80222

Grant Brothers, LLP
c/o Wallace H. Grant
515 Kimbark St. 2nd Floor
Longmont, CO 80502

Anadarko E&P Onshore LLC
1099 18th Street
Denver, CO 80202

Lawrence Gray Hause, a/k/a Laurance
Gray Hause
2003 Balsam Drive
Boulder, CO 80304

Blackriver Niobrara Partners II, LLC
8001 S. Interport Blvd. Suite 260
Englewood, CO 80112

Vestas Blades America, Inc.
11140 Eastman Park Drive
Windsor, CO 80550

Darlene Lindsey
13746 Weld County Rd. #8
Ft. Lupton, CO 80621

Virginia L. Thomas and Vernon T.
Thomas, joint tenants
7250 Road 63
Torrington, WY 82240

Joseph Sack and Carrie A. Sack, joint
tenants
13750 County Road #8
Ft. Lupton, CO 80621

Villano Brothers Family Investments, LLC
1980 Kohler Drive
Boulder, CO 80305

Theresa M. Meyers
11807 N. Beasly Rd.
Longmont, CO 80504

Raymond Rosales
1006 Shortline Dr
Ft. Lupton, CO 80621

Pamela M. Jacobs
6891 Monaco St
Commerce City, CO 80022

Russell L. Rosales, Jr.
1006 Shortline Dr
Ft. Lupton, CO 80621

Carmen M. Rosales Nagy
262 N 11th Ct
Brighton, CO 80601-1826

John E. Rosales
1006 Shortline Dr
Ft. Lupton, CO 80621

Thomas Templeton and Donna S.
Templeton, Tenants in common
10528 Havenwood Place
Whittier, CA 90606
90660

Richard J. Schara Living Trust dated
November 19, 2009
10298 County Road 25
Fort Lupton, CO 80621

Sandra K. Schara Living Trust dated
November 19, 2009
10298 County Road 25
Fort Lupton, CO 80621

Robert W. Struck
6923 E 166 PL
Brighton, CO 80602

Carol E. Nott
11595 Holly St.
Northglenn, CO 80233

Judith Ann Chinn
371 Sunset Dr.
Brighton, CO 80601

Thomas R. Mancini
9924 Lorelei Lane NE
Albuquerque, NM 87111

Michael L. Mancini
226 Summit Circle
Lafayette, CO 80026

Gary J. Mancini
17722 Creciente Way
San Diego, CA 92127

Hannelore Mancini, c/o Debra Eakin,
Senior Vice President of the Private
Client Reserve of U.S. Bank
950 17th St. 5th Floor
Denver, CO 80202

Frank T. Mancini
7533 Pine Ridge Trail
Castle Pines, CO 80108

Johnny J. Mancini
6115 Meadowbrook Dr.
Morrison, CO 80465

Mark S. Mancini
139 Dekker Dr.
Golden, CO 80401

LuAnn Mancini
1309 Colorado Dr.
Benbrook, TX 76126

Cheryl M. Swisher
401 21st St.
Denver, CO 80205

Joan Lynn Todd
15491 E. Prentice Dr.
Centennial, CO 80015

Terry James Mancini
7600 E. Caley Ave. #1422
Centennial, CO 80111

Bell Revocable Living Trust dated
February 1, 2005, also known as the
Carole Bell and Douglas E. Bell
Revocable Living Trust, as amended on
February 29, 2016
720 Fifth St.
Paonia, CO 81428

Tom J. Morgan
3812 Partridge Court
Evans, CO 80620

Terry J. Morgan
6 Rua Gilberto, 1 Esq
Lisbon, Portugal 1350-155

Larry Norman Kramer, Jr
1310 Market Street NE
Salem, OR 97301

Kristina M. Kramer
75 Wall Street
NY, NY 10005

Ron Pearce, Jr.
P.O. Box 51
Hooper, CO 81136

Beverly Boies
1531 Everlea Rd.
Marriottsville, MD 21104

Stanley L. Hiller
13509 Weld County Rd. 4
Brighton, CO 80603-5728

Ted W. Crim
13210 WCR 4
Brighton, CO 80603

Larry L. Warner and Roxanne L. Warner,
joint tenants
13502 Weld County Rd. 6
Ft. Lupton, CO 80621

Billie Charlene Sandlin and Cimine
Nanette Weickum, joint tenants
13317 Birch Circle
Thornton, CO 80241

Billie Charlene Sandlin and Cimine
Nanette Weickum, joint tenants, as to a
life estate during the lives of Gorge
Phillip Sandlin and Billie Charene
Sandlin, remainder to Windmill Ventures,
LLC
13317 Birch Circle
Thornton, CO 80241

HK Resources, LLC
5791 Pelican Shores Ct.
Longmont, CO 80504

Rearden Minerals, LLC
5914 W. Courtyard Dr., Ste 200
Austin, TX 78730

The City of Brighton
500 S. 4th Ave.
Brighton, CO 80601

Kevin D. Willard
6876 WCR 7
Hudson, CO 80642

David Bilak
13631 WCR 4.25
Brighton, CO 80603

Kathleen A. Peake
P.O. Box 495
Hudson, CO 80642

Kathy Browning
320 Parks St.
Lander, WY 82520

Rick Moser
P.O. Box 519
Hudson, CO 80642

Sandra K. Storm
11811 W 17th Ave.
Lakewood, CO 80215

Audrey Dowdy
P.O. Box 555
Hudson, CO 80642

Artina Elizabeth Campbell
10437 Nucla Street
Commerce City, CO 80022

Nick C. Febbraro and Karen E. Febbraro,
joint tenants
13512 WCR 6
Ft. Lupton, CO 80621

Duane A. Zolman and Ruth M. Zolman,
joint tenants
1345 WCR 4-1/4
Brighton, CO 80601

David A. Dreyer and Sandra E. Dreyer,
joint tenants
13639 County Road 4
Brighton, CO 80601

David A. Dreyer and Sandra E. Dreyer,
tenants in common
13639 County Road 4
Brighton, CO 80601

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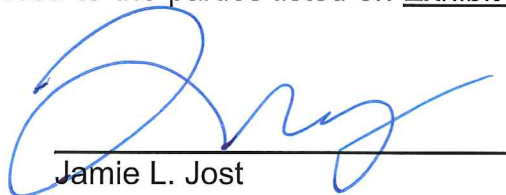
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SUPPLEMENTAL AFFIDAVIT OF MAILING

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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 April, 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 to this Affidavit.



Jamie L. Jost
Kelsey H. Wasylenky

Subscribed and sworn to before me this 18th day of April, 2018.

Witness my hand and official seal.

[SEAL]



Notary Public

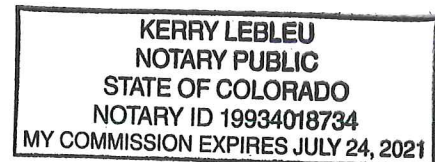


Exhibit A
GWOC - FP - Dittmer Centerline

Sooner Reserves, LLC
410 17th Street, Suite 1050
Denver, CO 80202

Raymond Rosales
26900 East Colfax, #20
Aurora, CO 80018

Pamela M. Jacobs
P.O. Box 213
Commerce City, CO 80037

Carmen M. Rosales Nagy
379 N 14th Ave
Brighton, CO 80601

John E. Rosales
26900 East Colfax, #20
Aurora, CO 80018