

**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 ESTABLISH AN
APPROXIMATE 960-ACRE DRILLING AND
SPACING UNIT AND TO APPROVE UP TO
SIXTEEN (16) HORIZONTAL WELLS WITH
WELL LOCATION RULES FOR THE CODELL
AND NIOBRARA FORMATIONS IN SECTION
13 AND THE S½ OF SECTION 12, TOWNSHIP
2 SOUTH, RANGE 67 WEST, 6TH P.M.,
WATTENBERG FIELD, ADAMS COUNTY,
COLORADO

CAUSE NO. 407

DOCKET NO. 180700 ____

TYPE: SPACING

APPLICATION

Great Western Operating Company, LLC (Operator No. 10110) ("Great Western" or "Applicant"), by and through its attorneys, Jost Energy Law, P.C., respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order to establish an approximate 960-acre drilling and spacing unit for Section 13 and the S½ of Section 12, Township 2 South, Range 67 West, 6th P.M., and to approve a total of up to sixteen (16) horizontal wells in the proposed unit in order to efficiently and economically recover the oil, gas and associated hydrocarbons from the Codell and Niobrara Formations underlying the below-described lands. In support of its Application, Applicant states and alleges as follows:

1. Applicant is a limited liability company duly organized and 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 Commission Rules and owns leasehold interests or holds the right to operate on the following lands (hereafter "Application Lands"):

Township 2 South, Range 67 West, 6th P.M.

Section 12: S½

Section 13: All

Adams County, Colorado, 960-acres, more or less.

A reference map of the Application Lands is attached hereto.

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 Rule for the Niobrara and Codell Formations.

4. On or about February 27, 2018, Extraction Oil and Gas, Inc., by and through its attorneys, filed an application in Docket No. 180400304 for an order to, among other things, establish an approximate 960-acre drilling and spacing unit for the Application Lands and approve up to 16 horizontal wells within the proposed unit. Neither Great Western nor its predecessor in title received a copy of Extraction's Application in violation of Commission Rule 507(b)(1). Great Western filed a protest to Docket No. 180400304 on April 20, 2018.

5. The records of the Commission reflect that no vertical or horizontal wells are currently producing from the Codell or Niobrara Formations on the Application Lands. There are no pending APDs within the unit.

6. To promote efficient drainage within the Codell and Niobrara Formations of the Application Lands, to protect correlative rights and to avoid waste, the Commission should establish an approximate 960-acre drilling and spacing unit for the Codell and Niobrara Formations, and to approve a total of up to sixteen (16) horizontal wells within the new unit, for the production, development and operation of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations.

7. The above-proposed drilling and spacing unit will allow efficient drainage of the Codell and Niobrara Formations, will prevent waste, will not adversely affect correlative rights and will assure the greatest ultimate recovery of gas and associated hydrocarbon substances from the reservoirs. The unit of the size and shape specified above is not smaller than the maximum area that can be economically and efficiently drained by the proposed wells in the unit.

8. The Applicant is requesting to drill and complete up to sixteen (16) horizontal wells within the unit in order to efficiently and economically recover the oil, gas and associated hydrocarbons from the Codell and Niobrara Formations within the approximate 960-acre drilling and spacing unit composed of the Application Lands and that there will be no adverse effect on correlative rights of adjacent owners.

9. The Applicant maintains that there will be no more than one (1) well pads located within the proposed unit, or adjacent thereto, unless an exception is granted by the Director. Applicant has executed one or more surface use agreements for the development of the unit.

10. The productive interval of each proposed horizontal well shall be no closer than 460 feet from the boundaries of the unit (regardless of the lease lines within the unit) and all horizontal wells shall be no closer than 150 feet from the productive interval of another well producing from the same source of supply within the unit, unless an exception is granted by the Director.

11. The undersigned certifies that copies of this Application will be served on each interested party within seven (7) days of the filing hereof, as required by Rule 503.e.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing on July 30, 2018, that notice be given as required by law, and that upon such hearing this Commission enter its order:

A. Establish an approximate 960-acre drilling and spacing unit for Section 13 and the S½ of Section 12, Township 2 South, Range 67 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations in the unit.

B. Approve a total of up to sixteen (16) horizontal wells in the unit, in order to efficiently and economically develop and recover the oil, gas and associated hydrocarbons from the Codell and Niobrara Formations in the unit.

C. Provide 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 authorize up to one (1) well pad within the proposed unit, or adjacent thereto, unless an exception is granted by the Director.

D. Finding that an approximate 960-acre drilling and spacing unit for the development of the Codell and Niobrara Formations on the Application Lands will prevent waste, protect correlative rights, and maximize the efficient and economic production of the Codell and Niobrara Formations on the Application Lands.

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

DATED May 31, 2018.

Respectfully submitted:

Great Western Operating Company, LLC

By:

A handwritten signature in blue ink, appearing to be "Jamie L. Jost", written over a horizontal line.

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Attorneys for Applicant
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Applicant's Address:

Great Western Operating Company, LLC
ATTN: Matthew Acree
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VERIFICATION

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

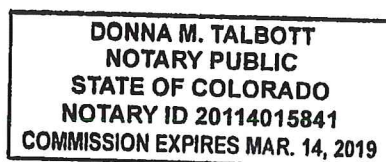
Matthew Acree, of lawful age, being first duly sworn upon oath, deposes and says that he is a Senior Landman for Great Western Operating Company, LLC, and that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge, information and belief.

Matthew Acree
Senior Landman
Great Western Operating Company, LLC

Subscribed and sworn to before me this 25th day of May, 2018.

Witness my hand and official seal.

[SEAL]



My commission expires: 3/14/19

Donna M. Talbot
Notary Public

Reference Map

Great Western Operating Company, LLC
Section 13 and the S½ of Section 12, Township 2 South, Range 67 West, 6th P.M.,

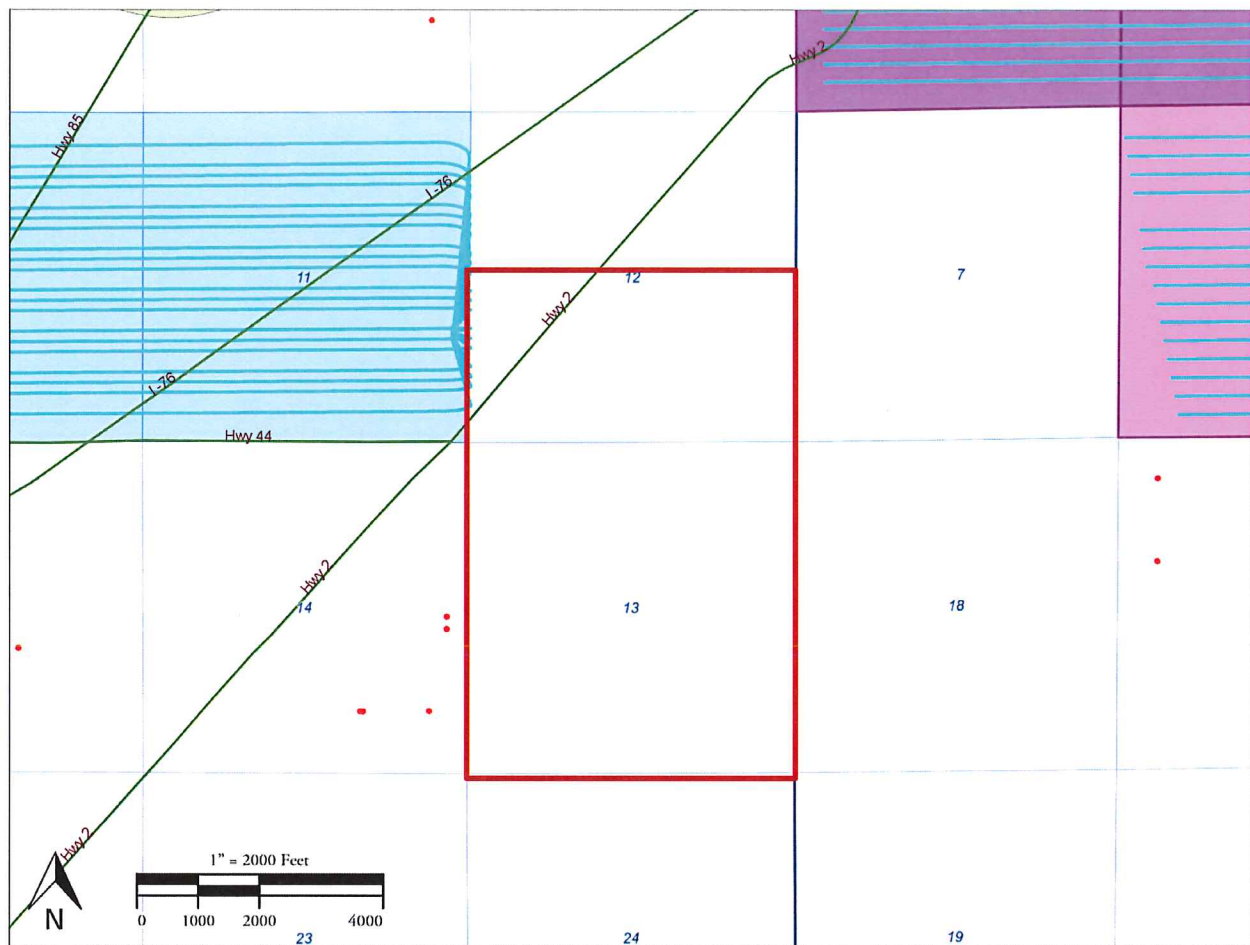


EXHIBIT A
GREAT WESTERN - SP - 2S-67W-12, 13

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Adams County
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Brighton, CO 80301

Brighton Municipality
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Brighton, CO 80601

Colorado Department of Public Health and
Environment
4300 Cherry Creek Drive South
Denver, CO 80246

Colorado Parks and Wildlife
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Patricia G Sheaffer
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Robert M Payne And Kathleen R Payne
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Derek Heyl And Elizabeth Heyl
12682 E 104th Dr
Commerce City, CO 80022

104Th Retail Development Partners Inc
7006 South Alton Way Bldg A
Centennial, CO 80112

The Phoenix Limited Partnership
PO Box 5086
Sheridan, WY 82801

7-Eleven Inc.
PO Box 711
Dallas, TX 75221

Anchor Commercial Holdings Llc
12433 E 104th Pl
Commerce City, CO 80022

Jagdip Singh Gill
13801 Rosemary St
Thornton, CO 80602

Harman Management Corporation
5544 Green St
Salt Lake City, UT 84123

City Of Commerce City
7887 E 60th Avenue
Commerce City, CO 80022

Accredited Home Lenders, inc.
15030 Avenue of Science, #100
San Diego, CA 92128

Ba Nguyen
7610 Pennsylvania Ct.
Thornton, CO 80229

Bank of New York as Trustee for the
Certificate Holders of CWABS
48 Wall St.
New York, NY 10286

2004-01 c/o Countrywide Loans
2575 W. Chandler Blvd.
Chandler, AZ 85224

BNSF Railroad
2500 Lou Menk Dr.
Fort Worth, TX 76131

Cathy J. Grooms
10511 Tucson St.
Commerce City, CO 80022

Deutsche Bank National Trust Company as
Indenture Trustee
8742 Lucent Blvd Ste. 300
Highlands Ranch, CO 80129

Estate of Matthew J. Barr
13971 E. 106th Pl.
Commerce City, CO 80022

Farmers Reservoir & Irrigation Co.
80 South 27th Ave.
Brighton, CO 80601

Genesis Real Estate, Inc.
21283 E. 50th Place
Denver, Co 80249

Gregory A. Collins
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Commerce City, CO 80022

John Nelson
244 S. 13th Ave.
Brighton, CO 80601

Ka Vang
2612 E. 131st Ave.
Brighton, CO 80601

Mao Vang
2865 East 141st Place
Thornton, CO 80602

Marcus Villa
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Commerce City, CO 80022

Margie Brady
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Commerce City, CO 80022

Mary A. Smith
10535 Wheeling St.
Commerce City, CO 80022

Melody Homes, Inc.
400 Continental Blvd. Suite 100
El Segundo, CA 90245

Oakwood Homes, LLC
4908 Tower Rd
Denver, CO 80249

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Brisendine
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Commerce City, CO 80022

South Adams County Fire Protection Dist.
No. 5
6550 E 72Nd Ave
Commerce City, CO 80022

Tara Tafoya
10687 Racine St.
Commerce City, CO 80022

The Buy-Out Company, LLLP
12649 E. Claey Ave., Suite 120
Centennial, CO 80111

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Energy Liaison
Colorado Parks and Wildlife
Northeast Regional Office
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Denver, CO 80216

Christine Dougherty
Adams County
Community & Economic Development
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Brighton, CO 80601-8218

Kent Kuster
Colorado Department of
Public Health & Environment
4300 Cherry Creek Drive South
Denver, CO 80246-1530

Michelle Mescoto
10461 Tucson Street
Commerce City, CO 80022

**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 ESTABLISH AN
APPROXIMATE 960-ACRE DRILLING AND
SPACING UNIT AND TO APPROVE UP TO
SIXTEEN (16) HORIZONTAL WELLS WITH
WELL LOCATION RULES FOR THE CODELL
AND NIOBRARA FORMATIONS IN SECTION
13 AND THE S½ OF SECTION 12,
TOWNSHIP 2 SOUTH, RANGE 67 WEST, 6TH
P.M., WATTENBERG FIELD, ADAMS
COUNTY, COLORADO

CAUSE NO. 407

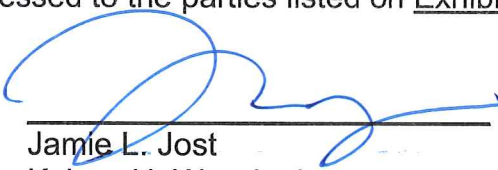
DOCKET NO. 180700555

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

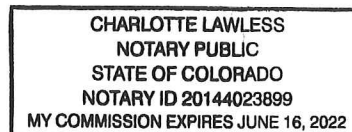
The undersigned, of lawful age, and being first duly sworn upon my oath, state and declare that I am the attorney for Great Western Operating Company, and that on or before the 7th day of June, 2018, I caused a copy of the Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to this Affidavit.



Jamie L. Jost
Kelsey H. Wasylenky

Subscribed and sworn to before me this 7th day of June, 2018.

Witness my hand and official seal.





Notary Public

EXHIBIT A
GREAT WESTERN - SP - 2S-67W-12, 13

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

Michelle Escoto
10461 Tucson Street
Commerce City, CO 80022