

**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 THREE APPROXIMATE 1040-
ACRE DESIGNATED HORIZONTAL
WELLBORE SPACING UNITS FOR PORTIONS
OF SECTIONS 4, 9, 16 AND 21, 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. 407

DOCKET NO. 180900_____

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 three approximate 1040-acre designated horizontal wellbore spacing units, as defined below, for the drilling of the ("Wells"), 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 4: W $\frac{1}{2}$ E $\frac{1}{2}$, E $\frac{1}{2}$ W $\frac{1}{2}$

Section 9: W $\frac{1}{2}$ E $\frac{1}{2}$, E $\frac{1}{2}$ W $\frac{1}{2}$

Section 16: W $\frac{1}{2}$ E $\frac{1}{2}$, E $\frac{1}{2}$ W $\frac{1}{2}$

Section 21: NE $\frac{1}{4}$ NW $\frac{1}{4}$, NW $\frac{1}{4}$ NE $\frac{1}{4}$

Wellbore Spacing Unit Nos. 1-3 (1040 acres)

Seltzer LD 21-031HC (Codell) (Doc. No. 401491243)

Seltzer LD 21-032HN (Niobrara) (Doc. No. 401491150)

Seltzer LD 21-032HNX (Niobrara) (Doc. No. 401491099)

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 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 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.

5. Applicant designated the three approximate 1040-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.

6. 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 three approximate 1040-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.

7. 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 sixty (60) 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.

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

9. 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 September 17, 2018, that notice be given as required by law, and that upon such hearing, the Commission enter its order to:

A. Pool all interests in three approximate 1040-acre designated horizontal wellbore spacing units on the below-described Application Lands for the development and operation of the Niobrara and Codell Formations:

Township 1 South, Range 67 West, 6th P.M.

Section 4: $W\frac{1}{2}E\frac{1}{2}$, $E\frac{1}{2}W\frac{1}{2}$

Section 9: $W\frac{1}{2}E\frac{1}{2}$, $E\frac{1}{2}W\frac{1}{2}$

Section 16: $W\frac{1}{2}E\frac{1}{2}$, $E\frac{1}{2}W\frac{1}{2}$

Section 21: $NE\frac{1}{4}NW\frac{1}{4}$, $NW\frac{1}{4}NE\frac{1}{4}$

Wellbore Spacing Unit Nos. 1-3 (1040 acres)

Seltzer LD 21-031HC (Codell) (Doc. No. 401491243)

Seltzer LD 21-032HN (Niobrara) (Doc. No. 401491150)

Seltzer LD 21-032HNX (Niobrara) (Doc. No. 401491099)

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 and WSU #3 for the development of the Niobrara and Codell 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 Niobrara and Codell 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: July 19, 2018.

Respectfully submitted:

GREAT WESTERN OPERATING COMPANY, LLC

By:



Jamie L. Jost
Kelsey H. Wasylenky
Jill D. Dorancy
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
jdorancy@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

Janet C. Wilson
Notary Public

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TOWNSHIP 1 SOUTH, RANGE 67 WEST, 6TH
P.M., FOR THE DEVELOPMENT OF THE
CODELL AND NIOBRARA FORMATIONS,
WATTENBERG FIELD, ADAMS COUNTY,
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CAUSE NO. 407

DOCKET NO. 180900692

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, and that on or before the 25th day of July, 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 23rd day of July, 2018.

Witness my hand and official seal.



Notary Public

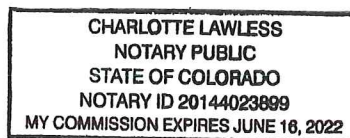


Exhibit A
FP – GWOC Seltzer Centerline

Grizzly Petroleum CO, LLC
1001 17th St. Suite 2000
Denver, CO 80202

Seltzer Farms, Inc.
9390 E. 168th Ave.
Brighton, CO 80602-6606

Providence Energy Operators, LLC (PEO)
16400 North Dallas Parkway, Suite 400
Dallas, TX 75248

Todd Creek Village Metropolitan District
10450 E. 159th Court
Brighton, CO 80602

PetroShare, Corp.
9635 Maroon Circle, Suite 400
Englewood, CO 80112-5927

Lisa M. Colbeck
9500 WCR 4
Brighton, CO

Robert S. Pirtle
P.O. Box 1310
Tyler, TX 75710

Christopher W. Grenemyer
1036 Oriole Circle
Brighton, CO 80601

V. F. Neuhaus Marital Deduction Trust,
McAllen National Bank and Grace Neuhaus
Richards Co-Trustee
P.O. Box 5555
McAllen, TX 78502

Caroll A. Marcus
9965 Weld County Rd.
Brighton, CO 80603

Vernon F. Neuhaus, Jr. Family Trust,
McAllen National Bank, Trustees
P.O. Box 5555
McAllen, TX 78502

Rule Brothers, A Partnership
600 Weld Co. Rd. 21
Brighton, CO 80601

Grace Neuhaus Richards Family Trust,
McAllen National Bank and Grace Neuhaus
Richards Co-Trustee
P.O. Box 5555
McAllen, TX 78502

Larry L. Rule
982 Weld Co. Rd. 221
Brighton, CO 80601

Perry R Bass
201 Main Street, Suite 3200
Ft. Worth, TX 76102

Clifford S. Wagner
638 Weld County Rd. 19
Brighton, CO 80601

PDC Energy, Inc.
1775 Sherman St., Suite 3000
Denver, CO 80203
Adams County, Colorado
4430 South Adams County Parkway
Brighton, CO 80601

Joanna Sakata Living Trust established
under agreement dated April 30, 1992, as
amended
384 E. Bromley Lane
Brighton, CO 80601

Kenneth R. Wagner
648 Weld Co. Rd. 19
Brighton, CO 80601

Robert Seltzer Family Trust, Jack Alden
Seltzer and Timothy Robert Seltzer, Co-
Trustees
Jack Alden Seltzer
4638 N. Caughran Road
Campe Verde, AZ 86322

Timothy R. Seltzer
33641 Weld Cty. Rd 83,
Briggsdale, CO
80611

Seltzer Farms, Inc.
9390 E. 168th Ave.
Brighton, CO

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9390 E. 168th Ave.
Brighton, CO

John W. Weigandt, a/k/a John William
Weigandt
10390 E. 168th Ave.
Brighton, CO

Seltzer Farms, Inc.
9390 E. 168th Ave.
Brighton, CO

City of Westminster
4800 W. 92nd Ave.
Westminster, CO 80031

TE McClintock T/W fbo Mary NM. Swift,
U.S. Bank, N.A., Trustee
P.O. Box 3499
Tulsa, OK 74101-3499

McClintock & Nikoloric LLC, BOKF, NA, dba
Colorado State Bank and Trust, Agent
P.O. Box 3499
Tulsa, OK 74101-3499

Ronald L. Burdick
8755 E. 160th Ave.
Brighton, CO 80602

John H. Ehler and H. Gayle Ehler, Trustees
of the Living Trust of John H. Ehler and H.
Gayle Ehler Dated 10/26/2006
48 Beacon Drive, Unit C, E
Wenatchee, WA 98802

John H. Ehler
48 Beacon Drive, Unit C, E
Wenatchee, WA 98802

Gayle Ehler
48 Beacon Drive, Unit C, E
Wenatchee, WA 98802

Wolfhawk Energy Holdings, LLC
1580 Lincoln Street, Ste. 1110
Denver, CO 80203

Joseph L. Baca and Vicki A. Baca, joint
tenants
15920 Ulster St.
Brighton/Thornton, CO 80602

Larry G. Adams and Nancy C. Adams,
tenants in common
15900 Ulster St.
Thornton, CO 80602

Shawn D. Frederickson and Sarah A.
Frederickson, joint tenants
15820 Ulster St.
Brighton/Thornton, CO 80602

Scott A. Lee and Kristina A. Lee, joint
tenants
15800 Ulster St.
Thornton, CO 80602-0000

Georgia L. Dusenbery and Kim W.
Dusenbery, joint tenants
15720 Ulster St.
Thornton, CO 80602

Gary Mahnke and Judy M. Mahnke, joint
tenants
15700 Ulster St.
Thornton, CO 80602

The Born Family Trust dated January 27,
2017
15640 Ulster St.
Brighton/Thornton, CO 80602

Theresa C. Farrington
8162 E. 157th Court
Thornton, CO 80602

David G. Kristoff and Tina M. Kristoff, joint
tenants
8153 E. 157th Court
Thornton, CO
80602

Kevin C. Montoya and Cherie L. Montoya,
joint tenants
15815 Ulster Street
Thornton, CO 80602

Marissa M. DeFilippo
8164 E. 159th Court
Thornton, CO 80602

Leroy B. Hokr and Karen E. Hokr, joint
tenants
8184 E. 159th Court
Thornton, CO 80602

Cynthia L Baldwin and David W. Baldwin,
joint tenants
8204 E. 159th Court
Thornton, CO 80602

Robert A. Huck and Kelly R. Huck
8215 E. 159th Court
Thornton, CO 80602

Rickie J. Quinn and Linda K. Quinn, joint
tenants
8195 E. 159th Court
Thornton, CO 80602

Katherine Marie Mohrlang
8175 E. 159th Court
Thornton, CO 80602

Roger L. Kelley and Carla R. Kelley, joint
tenants
8155 E. 159th Court
Brighton/Thornton, CO 80602

Kelly R. Fails and Shannon L. Fails, joint
tenants
15935 Ulster St.
Brighton/Thornton, CO 80602

Samuel Owen Mahnke and Lori Leigh
Mahnke, joint tenants
15620 Ulster St.
Brighton, CO 80602

Roxanne Pachelo
15600 Ulster St.
Brighton/Thornton, CO 80602

Kenneth S. Craig and Michelle M. Craig,
joint tenants
15540 Ulster St.
Thornton, CO 80602

Kit G. Sugiyama and Laura M. Akahoshi,
tenants in common
15520 Ulster St.
Thornton, CO 80602

Kenneth L. Moss and Mary M. Gervais, joint
tenants
15500 Ulster St.
Thornton, CO 80602

Lance Neumann
11129 Empire Road
Lafayette, CO 80026

Lac V. Vo and Tony Vo, joint tenants
15535 Ulster St.
Thornton, CO 80602

Mike B. Gabel and Shannon L. Gabel, joint
tenants
8160 E. 156th Court
Brighton, CO 80602

Tamela Frye and Craig Frye, joint tenants
8180 E. 156th Court
Thornton, CO 80602

Domino M. Mbise and Melanie Mbise, joint
tenants
8200 E. 156th Court
Thornton, CO 80602

The Double Arrow Ranch Trust under Trust
Agreement dated October 26, 2000
7415 S. 170th St.
Omaha, NE 68136

Carol Ann Tveitmoe
9155 Ellis Way
Arvada, CO 80005

Patricia A. Schreiner
7650 E. 160th Avenue
Brighton, CO 80602-7536

The Farmers Reservoir and Irrigation
Company
80 South 27th Ave.
Brighton, CO 80601

Neldon W. Jackson and Karna Jackson,
joint tenants
8191 E. 156th Court
Thornton, CO 80602

John R. Hicks and Laura J. Hicks, joint
tenants
8171 E. 156th Court
Thornton, CO 80602

Joseph E. Morris and Julie L. Morris, joint
tenants
8151 E. 156th Court
Thornton, CO 80602

Todd D. Belleau and Jill A. Belleau, joint
tenants
8182 E. 157th Court
Brighton , CO 80602

Terry L. Penna and Sharon Penna
8202 E. 157th Court
Thornton, CO 80602

Beau Beyer and Jenna Beyer, joint tenants
8193 E. 157th Court
Thornton, CO 80602

City of Thornton
9500 Civic Center Drive
Thornton, CO 80229

Bryan Fuller and Beverly Fuller, joint
tenants
8173 E. 157th Court
Thornton, CO 80602

State of Colorado
1127 Sherman St., #300
Denver, CO 80203

Kortum Investment Company, LLLP
15A Marlborough Rd.
Shalimar, FL 32579

Patricia A. Castrodale
4 Sears Court
Keokuk, IA 52632

E-470 Public Highway Authority
22470 E. 6th Ave. Parkway, Suite 110
Aurora, CO 80018

Paul E. Edwards and Verlyn J. Edwards,
Joint Tenants
7900 E. 168th Avenue
Brighton, CO 80602

Mary V. Peterson and Charlie G. Peterson,
III, as Trustees under the Mary V. Peterson
Trust dated 6/21/2001
87 Brookgreen Circle South
Montgomery, TX 77356

Mary V. Peterson and Charlie G. Peterson,
III, as Trustees under the Mary V. Peterson
Trust dated 6/21/2001
7100 West 44th Ave, #201
Wheat Ridge, CO 80003

ChasMar Partners, LLLP
7 Circle Drive
Wheat Ridge, CO 80215

ChasMar Partners, LLLP
7100 West 44th Ave., #201
Wheat Ridge, CO80003

Ern Limited Partnership
7100 West 44th Ave., #201
Wheat Ridge, CO 80003

Highland Realty Corporation
1854 Race St.
Denver, CO 80206

Highland Realty Corporation
7100 West 44th Ave., #201
Wheat Ridge, CO 80003

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