

**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 APPROXIMATE 80-ACRE
TO 160-ACRE WELLBORE SPACING UNITS
FOR SECTION 29, TOWNSHIP 6 NORTH,
RANGE 67 WEST, 6TH P.M. IN THE CODELL-
NIOBRARA FORMATION, NEW WINDSOR
FIELD, WELD COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

APPLICATION

COMES NOW Great Western Operating Company, LLC ("Applicant"), by its attorneys, Beatty & Wozniak, P.C., and makes this application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order pooling all interests in five approximate 80-acre to 160-acre wellbore spacing units for the drilling of the H-Y 29-21 Well (API No. 05-123-35425), the H-Y 29-31 Well (API No. 05-123-35427), the H-Y 29-31-8 Well (API No. 05-123-35437), the H-Y 29-51 Well (API No. 05-123-35432), the H-Y 29-52 Well (API No. 05-123-35434) (collectively "Wells") for the development of the Codell-Niobrara Formation on the following described lands:

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

Section 29: E $\frac{1}{2}$ NW $\frac{1}{4}$ (WSU #1 - 80-acres - H-Y 29-21 Well)

Section 29: W $\frac{1}{2}$ NE $\frac{1}{4}$ (WSU #2 - 80-acres - H-Y 29-31 Well)

Section 29: E $\frac{1}{2}$ NW $\frac{1}{4}$, W $\frac{1}{2}$ NE $\frac{1}{4}$ (WSU #3 - 160-acres - H-Y 29-31-8 Well)

Section 29: NE $\frac{1}{4}$ (WSU #4 - 160-acres - H-Y 29-51 Well)

Section 29: NW $\frac{1}{4}$ (WSU #5 - 160-acres - H-Y 29-52 Well)

Weld 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 holds the right to operate on the Application Lands.
3. On February 19, 1992, the Commission issued 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, 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. The Application Lands are subject to Rule 318A for the Codell-Niobrara Formation.

5. Applicant designated two approximate 80-acre wellbore spacing units for the H-Y 29-21 Well and the H-Y 29-31 Well and three 160-acre wellbore spacing units for the H-Y 29-31-8 Well, the H-Y 29-51 Well, and the H-Y 29-52 Well, as defined below, for the production of oil, gas, and associated hydrocarbons from the Codell-Niobrara Formation pursuant to Rule 318A. and notified the appropriate parties under Rule 318A.

6. 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 pool all interests, including but not limited to, any nonconsenting interests, in the Application Lands for the development of the Codell-Niobrara Formation underlying the following designated wellbore spacing units:

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

Section 29: E $\frac{1}{2}$ NW $\frac{1}{4}$ (WSU #1 - H-Y 29-21 Well)

Section 29: W $\frac{1}{2}$ NE $\frac{1}{4}$ (WSU #2 - H-Y 29-31 Well)

Section 29: E $\frac{1}{2}$ NW $\frac{1}{4}$, W $\frac{1}{2}$ NE $\frac{1}{4}$ (WSU #3 - H-Y 29-31-8 Well)

Section 29: NE $\frac{1}{4}$ (WSU #4 - H-Y 29-51 Well)

Section 29: NW $\frac{1}{4}$ (WSU #5 - H-Y 29-52 Well)

7. 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)(II) are first incurred for the drilling of the H-Y 29-21 Well in WSU#1, the H-Y 29-31 Well in WSU#2, the H-Y 29-31-8 Well in WSU#3, the H-Y 29-51 Well in WSU#4, and the H-Y 29-52 Well in WSU#5 to the Codell-Niobrara Formation on the Application Lands.

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 507.b(2), and that at least thirty (30) 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 Wells, and will be provided with the information required by Rule 530 as applicable. The list of such interested parties is attached hereto as Exhibit A.

9. 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 of the Codell-Niobrara Formation, including any nonconsenting interests therein.

WHEREFORE, Applicant requests that this matter be set for hearing at the next available opportunity, that notice be given as required by law, and that upon such hearing, the Commission enter its order:

A. Pooling all interests in the Application Lands and WSU #1, WSU #2, WSU #3, WSU #4, and WSU #5 for the development of the Codell-Niobrara Formation.

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)(II) are first incurred for the drilling of the H-Y 29-21 Well in WSU#1, the H-Y 29-31 Well in WSU#2, the H-Y 29-31-8 Well in WSU#3, the H-Y 29-51 Well in WSU#4, and the H-Y 29-52 Well in WSU#5 to the Codell-Niobrara Formation 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 the Wells are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(6) and (7), and made subject to the cost recovery provisions thereof with respect to the drilling of the H-Y 29-21 Well in WSU#1, the H-Y 29-31 Well in WSU#2, the H-Y 29-31-8 Well in WSU#3, the H-Y 29-51 Well in WSU#4, and the H-Y 29-52 Well in WSU#5 to develop the Codell-Niobrara Formation comprising the Application Lands.

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


WHEREFORE, Applicant respectfully requests that this matter be set for hearing in June, 2013, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

Dated: April 19, 2013.

Respectfully submitted:

GREAT WESTERN OPERATING COMPANY, LLC

By: _____


Jamie L. Jost
Gregory J. Nibert Jr.
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202
(303) 407-4499

Applicant's Address:

Great Western Operating Company, LLC
ATTN: K. Wade Pollard, CPL
1700 Broadway, Suite 650
Denver, CO 80290

VERIFICATION

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

K. Wade Pollard, of lawful age, being first duly sworn upon oath, deposes and says that he is the Land Manager 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.

K. Wade Pollard

K. Wade Pollard
Land Manager
Great Western Operating Company, LLC

Subscribed and sworn to before this 18th day of April, 2013.

Witness my hand and official seal.

[SEAL]

My commission expires: Jan 10, 2017

KST

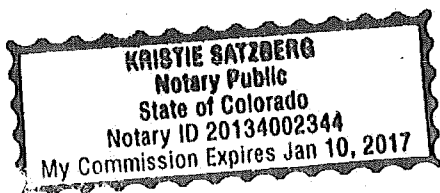


EXHIBIT A

Edwin D. Kadlub
C/O Barry W. Kadlub
309 Locust St
Windsor, CO 80550

Philip G. Yastrow and Ellen J. Yastrow, joint
tenants
6080 Trevino Ct.
Ft. Collins, CO 80528

Randall L. Hocking
31591 County Road 17
Windsor, CO 80550

Randall L. Hocking and Patricia E. Quade
Hocking, joint tenants
31591 County Road 17
Windsor, CO 80550

Jackes, LLC
1078 S. Coffman St.
Longmont, CO 80501

Una A. Johnston
7614 S. County Road 3
Fort Collins, CO 80518

E. L. and Elsie M. Boddy, joint tenants
NPR Intersect was reserved in a 1984 WD Rec #
1986483
no current address located

Town of Windsor
301 Walnut Street
Windsor, CO 80550

Ronald E. Hettinger
31477 County Road 17
Windsor, CO 80550

Poudre Heights Master Association, Inc.
2601 S. Lemay Ave. Suite 7-424
Fort Collins, CO 80525

Grizzly Petroleum Company, LLC
1700 Broadway, Suite 650
Denver, CO 80202

Billy G. Shutts and Patricia J. Shutts, tenants in
common
8217 South County Road 5
Fort Collins, CO 80525

Poudre Heights, LLC
4910 Fox Street, Suite C
Denver, CO 80216

Christine Kadlub Solomon
906 E. Dona Street
Cheyenne, WY 89135

Thomas Edwin Kadlub
P.O. Box 447
Roseau, MN 56751

Craig Alan Kadlub
10387 Burensburg Avenue
Las Vegas, NV 89135

Barry Wayne Kadlub
309 Locust Avenue
Windsor, CO 80550

Stacey Kadlub
6323 County Road 89
Roggen, CO 80652

Brooke Kadlub Ward
P.O. Box 3275
West Wendover, NV 89883

Poudre Heights, LLC
P.O. Box 74-0009
Arvada, CO 80006

Billy G. Shutts
2164 River West Drive
Windsor, CO 80550

Patricia J. Shutts
2164 River West Drive
Windsor, CO 80550

Charles I. Cummins
31013 Weld County Road 17
Windsor, CO 80550

Judith K. Cummins
31013 WCR 17
Windsor, CO 80550

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DOCKET NO.

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

That she is the attorney for Great Western Operating Company, LLC, that on or before April 24, 2013, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

Jamie L. Jost

Subscribed and sworn to before me on April 18, 2013.

My commission expires: 11/13/2016.

