

**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 TEN APPROXIMATE 80-ACRE
TO 160-ACRE WELLBORE SPACING UNITS
FOR SECTION 31, TOWNSHIP 2 NORTH,
RANGE 64 WEST, SECTION 36, TOWNSHIP 2
NORTH, RANGE 65 WEST, AND SECTION 6,
TOWNSHIP 1 NORTH, RANGE 64 WEST, 6TH
P.M. IN THE CODELL-NIOBRARA
FORMATION, WATTENBERG 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 ten approximate 80-acre to 160-acre wellbore spacing units for the drilling of the Land JG 31-12D Well (API No. 05-123-36608), the Land JG 31-13D Well (API No. 05-123- 36585), the Land JG 31-17D Well (API No. 05-123- 36593), the Land JG 31-18D Well (API No. 05-123- 36591), the Land JG 31-19D Well (API No. 05-123-36592), the Land JG 31-20D Well (API No. 05-123- 36595), the Land JG 31-24D Well (API No. 05-123-36594), the Land JG 31-32D Well (API No. 05-123-36610), the Land JG 31-35D Well (API No. 05-123-36589), and the Land JG 31-36D Well (API No. 05-123-36586) (collectively the "Wells") for the development of the Codell-Niobrara Formation on the following described lands:

WSU #1 – 160-acres - Land JG 31-12D

Township 2 North, Range 64 West, 6th P.M.
Section 31: S½NW¼, N½SW¼

WSU #2 – 160-acres - Land JG 31-13D

Township 2 North, Range 64 West, 6th P.M.
Section 31: SW¼NE¼, NW¼SE¼, SE¼NW¼, NE¼SW¼

WSU #3 – 80-acres - Land JG 31-17D

Township 2 North, Range 64 West, 6th P.M.
Section 31: N½SW¼

WSU #4 – 80-acres - Land JG 31-18D

Township 2 North, Range 64 West, 6th P.M.
Section 31: N½SW¼

WSU #5 – 160-acres - Land JG 31-19D

Township 2 North, Range 64 West, 6th P.M.
Section 31: SW $\frac{1}{4}$

WSU #6 – 160-acres - Land JG 31-20D

Township 2 North, Range 64 West, 6th P.M.
Section 31: W $\frac{1}{2}$ SE $\frac{1}{4}$, E $\frac{1}{2}$ SW $\frac{1}{4}$

WSU #7 – 160-acres - Land JG 31-24D

Township 2 North, Range 64 West, 6th P.M.
Section 31: S $\frac{1}{2}$ SW $\frac{1}{4}$

WSU #8 – 160-acres - Land JG 31-32D

Township 2 North, Range 64 West, 6th P.M.
Section 31: SW $\frac{1}{4}$ NW $\frac{1}{4}$, NW $\frac{1}{4}$ SW $\frac{1}{4}$

Township 2 North, Range 65 West, 6th P.M.
Section 36: SE $\frac{1}{4}$ NE $\frac{1}{4}$, NE $\frac{1}{4}$ SE $\frac{1}{4}$

WSU #9 – 160-acres - Land JG 31-35D

Township 2 North, Range 64 West, 6th P.M.
Section 31: S $\frac{1}{2}$ SW $\frac{1}{4}$

Township 1 North, Range 64 West, 6th P.M.
Section 6: N $\frac{1}{2}$ NW $\frac{1}{4}$

WSU #10 – 160-acres - Land JG 31-36D

Township 2 North, Range 64 West, 6th P.M.
Section 31: SE $\frac{1}{4}$ SW $\frac{1}{4}$, SW $\frac{1}{4}$ SE $\frac{1}{4}$

Township 1 North, Range 64 West, 6th P.M.
Section 6: NW $\frac{1}{4}$ NE $\frac{1}{4}$, NE $\frac{1}{4}$ NW $\frac{1}{4}$

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 Land JG 31-17D Well, and the Land JG 31-18D Well, and eight 160-acre wellbore spacing units for the Land JG 31-12D Well and the Land JG 31-13D Well, the Land JG 31-19D Well, the Land JG 31-20D Well, the Land JG 31-24D Well, the Land JG 31-32D Well, the Land JG 31-35D Well, and the Land JG 31-36D 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:

WSU #1 – 160-acres - Land JG 31-12D

Township 2 North, Range 64 West, 6th P.M.
Section 31: S½NW¼, N½SW¼

WSU #2 – 160-acres - Land JG 31-13D

Township 2 North, Range 64 West, 6th P.M.
Section 31: SW¼NE¼, NW¼SE¼, SE¼NW¼, NE¼SW¼

WSU #3 – 80-acres - Land JG 31-17D

Township 2 North, Range 64 West, 6th P.M.
Section 31: N½SW¼

WSU #4 – 80-acres - Land JG 31-18D

Township 2 North, Range 64 West, 6th P.M.
Section 31: N½SW¼

WSU #5 – 160-acres - Land JG 31-19D

Township 2 North, Range 64 West, 6th P.M.
Section 31: SW¼

WSU #6 – 160-acres - Land JG 31-20D

Township 2 North, Range 64 West, 6th P.M.
Section 31: W $\frac{1}{2}$ SE $\frac{1}{4}$, E $\frac{1}{2}$ SW $\frac{1}{4}$

WSU #7 – 160-acres - Land JG 31-24D

Township 2 North, Range 64 West, 6th P.M.
Section 31: S $\frac{1}{2}$ SW $\frac{1}{4}$

WSU #8 – 160-acres - Land JG 31-32D

Township 2 North, Range 64 West, 6th P.M.
Section 31: SW $\frac{1}{4}$ NW $\frac{1}{4}$, NW $\frac{1}{4}$ SW $\frac{1}{4}$

Township 2 North, Range 65 West, 6th P.M.
Section 36: SE $\frac{1}{4}$ NE $\frac{1}{4}$, NE $\frac{1}{4}$ SE $\frac{1}{4}$

WSU #9 – 160-acres - Land JG 31-35D

Township 2 North, Range 64 West, 6th P.M.
Section 31: S $\frac{1}{2}$ SW $\frac{1}{4}$

Township 1 North, Range 64 West, 6th P.M.
Section 6: N $\frac{1}{2}$ NW $\frac{1}{4}$

WSU #10 – 160-acres - Land JG 31-36D

Township 2 North, Range 64 West, 6th P.M.
Section 31: SE $\frac{1}{4}$ SW $\frac{1}{4}$, SW $\frac{1}{4}$ SE $\frac{1}{4}$

Township 1 North, Range 64 West, 6th P.M.
Section 6: NW $\frac{1}{4}$ NE $\frac{1}{4}$, NE $\frac{1}{4}$ NW $\frac{1}{4}$

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 each of the Land JG 31-12D Well in WSU#1, the Land JG 31-13D Well in WSU#2, the Land JG 31-17D Well in WSU#3, the Land JG 31-18D Well in WSU#4, the Land JG 31-19D Well in WSU#5, the Land JG 31-20D Well in WSU#6, the Land JG 31-24D Well in WSU#7, the Land JG 31-32D Well in WSU#8, the Land JG 31-35D Well in WSU#9, and the Land JG 31-36D Well in WSU#10, respectively 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 each 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, WSU #5, WSU #6, WSU #7, WSU #8, WSU #9, and WSU #10 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, WSU #5, WSU #6, WSU #7, WSU #8, WSU #9, and WSU #10 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 each of the Land JG 31-12D Well in WSU#1, the Land JG 31-13D Well in WSU#2, the Land JG 31-17D Well in WSU#3, the Land JG 31-18D Well in WSU#4, the Land JG 31-19D Well in WSU#5, the Land JG 31-20D Well in WSU#6, the Land JG 31-24D Well in WSU#7, the Land JG 31-32D Well in WSU#8, the Land JG 31-35D Well in WSU#9, and the Land JG 31-36D Well in WSU#10, respectively, 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 each of the Land JG 31-12D Well in WSU#1, the Land JG 31-13D Well in WSU#2, the Land JG 31-17D Well in WSU#3, the Land JG 31-18D Well in WSU#4, the Land JG 31-19D Well in WSU#5, the Land JG 31-20D Well in WSU#6, the Land JG 31-24D Well in WSU#7, the Land JG 31-32D Well in WSU#8, the Land JG 31-35D Well in WSU#9, and the Land JG 31-36D Well in WSU#10 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 July, 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: May 30th, 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)

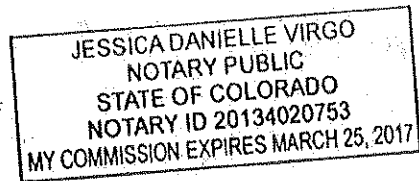
K. Wade Pollard, of lawful age, being first duly sworn upon oath, deposes and says that he is the Land Manager for Great Western Operating Company, LLC and that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge, information and belief.

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

Subscribed and sworn to before this 30 day of May, 2013.

Witness my hand and official seal.

[SEAL]



My commission expires: March 25, 2017

Jessica Virgo
Notary Public

EXHIBIT A

Lloyd Land
12501 Riverdale Road
Brighton, CO 80602

Rocky Mountain Energy Center, LLC
P.O. Box 11749
Pleasanton, CA 94588-1749

Kathie D. Sandlin
c/o Sandlin Corporation
1616 Glenarm Place, #2300
Denver, CO 80202

Kathie D. Sandlin
c/o Sandlin Corporation
621 17th Street, Suite #2055
Denver, CO 80293

Marex U.S., Inc.
5646 Milton Street, #309
Dallas, TX 75206-3907

Kerr-McGee Oil & Gas Onshore LP,
Anadarko Land Corp. and Anadarko E&P
Onshore LLC
1099 18th Street, Suite 600
Denver, CO 80202

Noble Energy, Inc.
1625 Broadway, Suite 2000
Denver, CO 80202

James D. Brownlie
135 Lafayette
Denver, CO 80206

Hoefle Royalty Partners
2318 1st Avenue North,
Suite 502
Billings, MT 59101

Mark S. Wallace
2200 South Corona
Denver, CO 80210

John R. Wallace
4 Cottonwood Lane
Littleton, CO 80121

Erin Bergin
4660 South Columbine
Cherry Hills Village, CO 80113

Rebecca Butler and Anita Melichar, Co-Trustees
under the Will of Helen L. Hull (under
Testamentary Trust created by Helen L. Hull,
a/k/a Helen Lucille Hull a/k/a Helen Hull, as set
forth in the Trust Registration Statement recorded
September 20, 2006 at Rec. No. 3421078)
4300 South Deframe St
Morrison, CO 80645

Paul Wheeler and Ruth Ann Wheeler, JT
6787 County Road 49
Hudson, CO 80642

Donald Lee Babeon and Helen Hope Babeon, JT
6687 County Road 49
Hudson, CO 80642

Kevin D. Willard and Heather M. Willard, JT
6876 Weld County Road 67
Hudson, CO 80642

Green Acres Turf Farms Inc.
P.O. Box 219
Hudson, CO 80642

DPC Industries, Inc.
c/o LB Walker & Associates
13111 Northwest Freeway No. 125
Houston, TX 77040-6321

Hudson Industrial Land Co. LLC
1555 Eudora Street
Denver, CO 80220

Hudson Industrial Park Property Owners
Association, Inc.
c/o Daniel J. Culhane, LLC
1600 Broadway, Suite 1400
Denver, CO 80202

Hudson Industrial Park Property Owners
Association, Inc.
c/o Daniel J. Culhane, LLC
P.O. Box 219 Hudson, CO 80642

Hunt Oil Company
1900 N. Akard Street
Dallas, TX 75201

P & O Oil Corporation
no address available

Devon International Royalties Limited
International Centre
Bermidiana Road, P.O. Box 1027 Hamilton 5
Bermuda

John Greer Kuhl Hefner Descendant's Trust
10256 Mica Way
Parker, CO 80134

Bryce Christian Kinney Hefner Descendant's
Trust
10256 Mica Way
Parker, CO 80134

Judith M. Millington
3080 E. 165th Avenue
Brighton, CO 80602

James F. Richardson
134 Esterbrook Road
Douglas, WY 82633

David B. Richardson, Jr. and Kelly Elizabeth
Richardson QSST Trust dated December 1, 1989
and Theodore Fitzgerald Richardson, a minor and
Grace Christina Richardson, a minor
5600 S. Quebec St., Suite 130-B
Greenwood Village, CO 80111

John W. Nichols
3300 Liberty Tower
Oklahoma City, OK 73102

State of Colorado,
Board of Land Commissioners
1127 Sherman Street, Suite #300
Denver, CO 80203

Reasoner Real Estate Trust
James W. Reasoner, Trustee
776 Loma Linda Drive
Brighton, CO 80601

Russell J. Hayes and Joan A. Hayes, joint tenants
Life Estate
3927 North Santa Cruz Drive
Florence, AZ 85132

Samuel and Norma Covarrubias, joint tenants
24349 Highway 52
Brighton, CO 80642

Randal R. Yeager and Melody Yeager, joint
tenants
5845 County Road 51
Keensburg, CO 80643

Emilie R. Foy
8087 S. Yukon Way
Littleton, CO 80128

Foy Family Trust
8087 S. Yukon Way
Littleton, CO 80128

Kerrylee Foy Carlson
8087 S. Yukon Way
Littleton, CO 80128

Donald A. Starke
6388 Violet Court
Arvada, CO 80003

Stephen P. Starke
7636 Upham Court
Arvada, CO 80003

Thomas K. Starke
14051 W. 59th Avenue
Arvada CO 80004-3720

Harold W. Ruhl
West 30th Avenue
Wheat Ridge CO

Esther Ruhl
no address available

Anacapa Land Company, LLC, a Delaware limited
liability company
4160 Dublin Boulevard
Dublin, CA 94568

Encana Oil & Gas (USA) Inc.
370 17th Street, Suite 1700
Denver, CO 80202

Richard N. Dodge
1369 Vance Street
Lakewood CO 80215

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 TEN APPROXIMATE 80-ACRE
TO 160-ACRE WELLBORE SPACING UNITS
FOR SECTION 31, TOWNSHIP 2 NORTH,
RANGE 64 WEST, SECTION 36, TOWNSHIP 2
NORTH, RANGE 65 WEST, AND SECTION 6,
TOWNSHIP 1 NORTH, RANGE 64 WEST, 6TH
P.M. IN THE CODELL-NIOBRARA
FORMATION, WATTENBERG FIELD, WELD
COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

AFFIDAVIT OF MAILING

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

Jamie L. Jost of lawful age, and being first duly sworn upon her oath, states and declares:

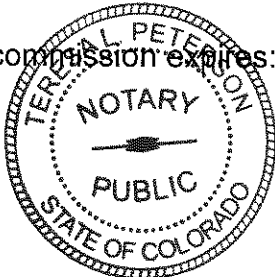
7 That she is the attorney for Great Western Operating Company, LLC, that on or before June 2013, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

Jamie L. Jost

Subscribed and sworn to before me on May 30, 2013.

Witness my hand and official seal.

My commission expires: 10-04-13



Gerson L. Pardo
Notary Public