

BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

IN THE MATTER OF THE PROMULGATION	)	CAUSE NO. 407
AND ESTABLISHMENT OF FIELD RULES	)	
TO GOVERN OPERATIONS FOR THE	)	DOCKET NO. 1412-UP-352
NIOBRARA FORMATION, WATTENBERG	)	
FIELD, WELD COUNTY, COLORADO	)	

WITHDRAWAL OF COUNSEL

COMES NOW, James Parrot Attorney at Law, hereby withdraws as attorney of record
in the above action.

Dated this 23 day of June 2015



James P. Parrot
Beatty & Wozniak, P.C.
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Denver, Colorado 80202
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Attorney for Applicant

**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 320-
ACRE DESIGNATED HORIZONTAL
WELLBORE SPACING UNITS IN SECTION 31,
TOWNSHIP 7 NORTH, RANGE 65 WEST, 6TH
P.M., FOR THE NIOBRARA FORMATION,
WATTENBERG FIELD, WELD COUNTY,
COLORADO

CAUSE NO.

DOCKET NO.

APPLICATION

COMES NOW Great Western Operating Company, LLC ("Applicant"), by its attorneys, Jost & Shelton Energy Group, 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 within two (2) approximate 320-acre designated horizontal Wellbore Spacing Units (each a "Wellbore Spacing Unit" or a "WSU"), for the Gustafson EF #31-374HN Well (API No. 05-123-40043) and the Gustafson EF #31-377HN Well (API No. 05-123-40041) ("Wells"), for the development of the Niobrara Formation, on the following described lands:

Township 7 North, Range 65 West, 6th P.M.
Section 31: W½

Gustafson EF #31-374HN Well
WSU #1

Township 7 North, Range 65 West, 6th P.M.
Section 31: W½

Gustafson EF #31-377HN Well
WSU #2

320 acres, more or less, Weld County, CO ("Application Lands").

In support thereof, Applicant states and alleges as follows:

1. Applicant is a corporation duly authorized to conduct business in the State of Colorado, and is a registered operator in good standing with the Commission.
2. Applicant owns certain leasehold interests in the Application Lands.
3. 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 the drilling of horizontal wells.

4. On January 13, 2011, the Commission approved Order No. 409-3, which pooled all nonconsenting interests in a designated approximate 160-acre drilling and spacing unit for the NW¼ of Section 31, Township 7 North, Range 65 West, 6th P.M., to accommodate the Gustafson #31-52 Well (API # 05-123-25565), and imposed the cost recovery provisions of §34-60-116(7)(b), C.R.S. as to all non-consenting parties for the well.

5. On January 13, 2011, the Commission approved Order No. 409-4, which pooled all nonconsenting interests in a designated approximate 80-acre drilling and spacing unit for the W½NW¼ of Section 31, Township 7 North, Range 65 West, 6th P.M., to accommodate the Gustafson #31-11 Well (API # 05-123- 31295), and imposed the cost recovery provisions of §34-60-116(7)(b), C.R.S. as to all non-consenting parties for the well.

6. Applicant designated the approximate 320-acre horizontal Wellbore Spacing Units for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation pursuant to Rule 318A and notified the appropriate parties under Rule 318A.

7. 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 within WSU #1, including but not limited to, any nonconsenting interests and leased mineral interests, in the Application Lands in the Niobrara Formation underlying the following approximate 320-acre Wellbore Spacing Unit for the Gustafson EF #31-374HN Well (API No. 05-123-40043):

Township 7 North, Range 65 West, 6th P.M.
Section 31: W½

8. As to WSU #1, 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) are first incurred for the drilling of the Gustafson EF #31-374HN Well (API No. 05-123-40043) to the Niobrara Formation on the Application Lands.

9. 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 within WSU #2, including but not limited to, any nonconsenting interests and leased mineral interests, in the Application Lands in the Niobrara Formation underlying the following approximate 320-acre Wellbore Spacing Unit for the Gustafson EF #31-377HN Well (API No. 05-123-40041):

Township 7 North, Range 65 West, 6th P.M.
Section 31: W½

10. As to WSU #2, 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) are first incurred for the drilling of the Gustafson EF #31-377HN Well (API No. 05-123-40041) to the Niobrara Formation on the Application Lands.

11. 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, including leased mineral interest owners, 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.

12. That in order to prevent waste and to protect correlative rights, all interests in each of the Wellbore Spacing Units should be pooled for the orderly development of the 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 2 (two) approximate 320-acre designated horizontal Wellbore Spacing Units established for the Application Lands for development of the Niobrara Formation.

B. As to WSU #1, 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 the Gustafson EF #31-374HN Well (API No. 05-123-40043) to the Niobrara Formation on the Application Lands.

C. As to WSU #2, 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 the Gustafson EF #31-377HN Well (API No. 05-123-40041) to the Niobrara Formation on the Application Lands.

D. 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 Wells drilled to develop the Niobrara Formation in the Wellbore Spacing Units composed of the Application Lands.

E. 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 October 2014, 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: October 14 2014.

Respectfully submitted:

Great Western Operating Company, LLC

By: Jamie C. Jost
Jamie L. Jost
James P. Parrot
Jost & Shelton Energy Group, P.C.
Attorneys for Applicant
1675 Larimer Street, Suite 420
Denver, Colorado 80202
(720) 379-1812

Applicant's Address:

Great Western Operating Company, LLC
ATTN: Michael Tucker
1801 Broadway, Suite 500
Denver, CO 80202

VERIFICATION

STATE OF COLORADO

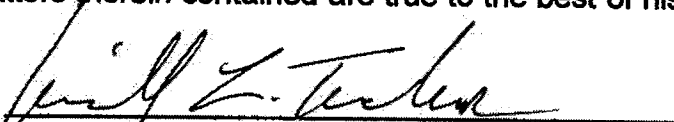
)

) ss.

CITY AND COUNTY OF DENVER

)

Michael Tucker, of lawful age, being first duly sworn upon oath, deposes and says that he is a 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.

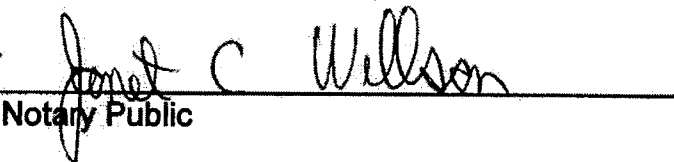
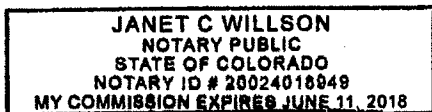


Michael Tucker
Landman
Great Western Operating Company, LLC

Subscribed and sworn to before me this 16th day of October 2014.
Witness my hand and official seal.

My commission expires:

6/11/2018


Notary Public

**BEFORE THE OIL AND GAS CONSERVATION COMMISSION
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IN THE MATTER OF THE APPLICATION OF
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CAUSE NO.

DOCKET NO.

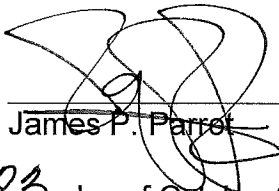
AFFIDAVIT OF MAILING

STATE OF COLORADO)

)ss.

CITY AND COUNTY OF DENVER)

I, James Parrot 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 23rd day of October, 2014, I 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.



James P. Parrot

Subscribed and sworn to before me this 23 day of October 2014.
Witness my hand and official seal.

My commission expires: 9/18/17



Notary Public

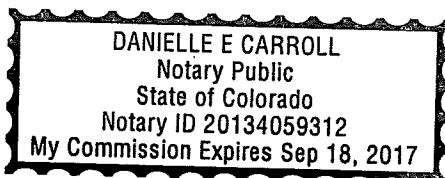


Exhibit A

GONZALES, MARK ROBERT AND
LYNETTE RUTH
431 CHEYENNE AVE
EATON, CO 80615

Cache Bank & Trust, for the benefit of Gail W.
Coleman IRA
4601 WEST 20 STREET
GREELEY, CO 80634

BINDLEY PHYLIS J
407 CHEYENNE AVE
EATON, CO 80615

WOODS STEPHANIE ANNE
321 CHEYENNE
EATON, CO 80615

FRANCISCO JAVIER GUIJOSA AND
SERAFINA MARIA
319 CHEYENNE AVE
EATON, CO 80615

WILSON, THOMAS WESLEY AND
DANIELLE ELIZABETH
837 XAVIER AVE N
FORT MYERS, FL 33919

MONROE, GERALD E II AND
JACQUELINE R
25525 CR 48
KERSEY, CO 80644

RUFF, W B AND MARY LOU
332 ELM AVE
EATON, CO 80615

NOLLER LYNN D
6281 COUNTY RD 112
CARR, CO 80612

WILLIAMS MICHAEL L
312 MAPLE AVENUE
EATON, CO 80615

Stanly Long IRA
105 RANCHVIEW DR
JOHNSON CITY, TX 78636

DEPORTER PROPERTIES LLC
12609 CR 120
CARR, CO 80612

WILSON LANA
328 MAPLE AVENUE
EATON, CO 80615

ZIMMERMAN SARAH
312 4 ST
EATON, CO 80615

JULIE A AND JOHN W KOERNER, AND
W LAYNE PAYANT
408 MAPLE AVE
EATON, CO 80615

Boyden, Megan and Colin
412 MAPLE ST
EATON, CO 80615

GENTRY, MICHAEL L AND
TERESA E
431 MAPLE AVE
EATON, CO 80615

Wesley S. Lamb and Marilyn A. Cornish
405 MAPLE AVE
EATON, CO 80615

WHITE KATHY
331 MAPLE AVE
EATON, CO 80615

HILDERBRANT JOHN B III
325 MAPLE AVE
EATON, CO 80615

SANDERS DALE E
321 MAPLE AVE
EATON, CO 80615

Mrs. Amanda K. Alger Memorial Methodist
Episcopal Church, Incorporated
303 Maple Avenue
EATON, CO 80615

LONG, TORI AND STAN
211 3 ST
EATON, CO 80615

HOYT JON
322 ELM AVE
EATON, CO 80615

JORDAN GRETA NEFF
324 ELM ST
EATON, CO 80615

NORTON, BYRON E AND CAROL C
212 4 STREET
EATON, CO 80615

DANLEY JAMES G
406 ELM AVENUE
EATON, CO 80615

POWELL WILLIAM EMMETT
P O BOX 1563
GUNNISON, CO 81230

KEENAN, JEFFREY O AND KIRSTEN B
420 ELM AVENUE
EATON, CO 80615

HARRIS, STEVEN R AND TRACY A
25449 CR 50
KERSEY, CO 80644

MOCK, JIMMY R AND JEANNIE M
415 ELM ST
EATON, CO 80615

IMMANUEL INC
402 OAK STREET
EATON, CO 80615

DAVID RAY NORWOOD AND
SHAN ROSE WATKINS
327 ELM AVE
EATON, CO 80615

DELANEY BRENDAN J, ALEXANDRA, AND
KEVIN J DELANEY
2020 GYROS CIR
LAFAYETTE, CO 80025

BASS, LINDA AND WESLEY F
303 ELM AVE
EATON, CO 80615

FOOTE JAIME E
117 3RD ST
EATON, CO 80615

SULLIVAN ARIANE
107 3RD ST
EATON, CO 80615

DENNIS ANDREW GEORGE
14621 CR 80
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GEORGE L SAENZ, MYRNA RANGEL AND
LORENA SAENZ
5101 S IOWA AVE
LOVELAND, CO 80537

LORENA SAENZ, GEORGE SAENZ, AND
MYRNA RANGEL
3828 S TAFT HILL RD
FORT COLLINS, CO 80526

OFFEN LAND LLC
5100 E. 78th Ave
Commerce City, CO 80022

MORALES ASHLEY BRITTNEY, DAGOBETO
NATHAN, AND FRANCHESKA RAE MORALES
111 CHEYENNE AVE
EATON, CO 80615

PHILLIPPS MICHAEL
1782 Tulip Tree Pl
CASTLE ROCK, CO 80108

Buckeye NCM, LLC
49 Pratt St.
Essex, CT 6426

FEHRINGER JULIE A
124 E 4 ST
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LUIS A. GALLEGOS
PO BOX 549
Greeley, CO 80623

ELIZABETH OCHOA GONZALES AND
LUIS GALLEGOS
P O BOX 549
GREELEY, CO 80632

GOMEZ CONRAD J
474 WALL ST
EATON, CO 80615

Robert J. Harris and Amber N. Harris
497 EAST LINDEN STREET
EATON, CO 80615

CERVANTES, JUAN AND ANGIE
458 LINDEN ST
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WHITE, Michelle Ann
443 LINDEN ST
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RICHARD D MCCOOK AND BETTY J
MURAFSKI
425 LINDEN ST
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Rosie Rodriguez
PO BOX 114
EATON, CO 80615

ROSIE RODRIGUEZ AND STEVE
MALDONADO
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LUJAN, MARGARET AND ANTHONY
365 LINDEN ST
EATON, CO 80615

ELIBERIO CHAIREZ AND BLANCA E RIOS
424 CLARK ST
EATON, CO 80615

ARCHIBEQUE, ABELINO AND MARY ANN
461 CLARK STREET
EATON, CO 80615

Angelo Jesus Laguardia
287 E 5TH ST
EATON, CO 80615

Sovereign, Cassandra
420 Clark St.
Eaton, CO 80615

HENRY LENA WHITEDOVE
P O BOX 684
EATON, CO 80615

DEEMER AMANDA
421 CLARK STREET
EATON, CO 80615

RODKEY CHARLES J
253 EAST 5 STREET
EATON, CO 80615

Nina L. Simons
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PADILLA ALVA
181 E 5 STREET UNIT 7
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Sherrie L. Jan and Dale G. Jay
3033 W 5 ST
GREELEY, CO 80634

MERICLE, D CARSON AND JUDY K
PO BOX 22
EATON, CO 80615

GANN, RICHARD W AND DARLENE
P O BOX 192
EATON, CO 80615

FREEMAN, AUSTIN AND JACQUELINE
213 CHEYENNE AVE
EATON, CO 80615

MCDUFFIE TERESA C
125 CHEYENNE AVE
EATON, CO 80615

MARTINEZ CAROL C
P O BOX 264
EATON, CO 80615

SIMS CASEY J
317 1 ST
EATON, CO 80615

DANLEY PROPERTIES LLC
406 ELM ST
EATON, CO 80615

MARTIN CANDIS CARPENTER
206 MAPLE AVE
EATON, CO 80615

JANENE CALDWELL AND MICHAEL R
WITHERITE
232 MAPLE AVE
EATON, CO 80615

HUMERICKHOUSE VAL A
233 MAPLE AVE
EATON, CO 80615

LUCERO-SCRAMLIN MARIE
221 MAPLE - PO BOX 2341
EATON, CO 80615

IRWIN, DOUGLAS A AND KRISTIN M
225 2ND STREET
EATON, CO 80615

PAFUME KARLA S
217 2 ST
EATON, CO 80615

STARNES ROBERT L
220 2ND ST
EATON, CO 80615

YOUNGS CAITLIN
216 2 ST
EATON, CO 80615

BANK OF COLORADO
312 COLLINS ST
EATON, CO 80615

Hollar, Benjamin
370 LAESCENA DR
BELLVUE, CO 80512

COX, MARK A AND TERESA L
3612 MONTROSE
EVANS, CO 80620

213 FIRST STREET LLC
213 1 STREET
EATON, CO 80615

LIND LARIMER DEVELOPMENTS INC
35291 COUNTY ROAD 41
EATON, CO 80615

U S WEST COMMUNICATIONS INC
1801 CALIFORNIA ST STE 2500
DENVER, CO 80202

CASTLE CLIFTON EARL
114 ELM AVE
EATON, CO 80615

HALE GARY D
202 ELM AVE
EATON, CO 80615

BRUCE D RIGGLE AND LINDA K WISDOM
230 ELM ST
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RIESENER W JACK
BOX 598
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ERTMER DOUGLAS E
227 ELM AVE
EATON, CO 80615

TRAUT JOEL A
219 ELM AVE
EATON, CO 80615

STURM FAMILY EYECARE LLC
215 ELM AVENUE
EATON, CO 80615

OTIS LARRY
122 2 ST
EATON, CO 80615

Jamie A. Weeks and Matthew E. Weeks
4839 BARN OWL DRIVE
FREDERICK, CO 80504

BOND CHIROPRACTIC
REHABILITATION PLLC
PO BOX 176
EATON, CO 80615

COLORADO REAL ESTATE LLC
1512 DRIFTWOOD CT
WINDSOR, CO 80550

DSC PROPERTIES OF FORT COLLINS LLC
11217 WCR 90
PIERCE, CO 80650

GEARY DANIEL L
26269 COUNTY RD 66
GREELEY, CO 80631

KENNEDY JOHN MARTIN
124 1 ST
EATON, CO 80615

LONG KEITH
1218 FERN AVE
GREELEY, CO 80631

Cory A. Harris and Alyssa Zabel
11 ELM AVE
EATON, CO 80615

14 OAKS LLC
14 OAK AVE
EATON, CO 80615

24 OAKS LLC
P O BOX 272626
FT COLLINS, CO 80527

EATON BANK
P O BOX 5847
DENVER, CO 80217

SCHEIDECKER, CHERYL L AND DANA S
124 OAK ST
EATON, CO 80615

HALE HISTORIC PROPERTIES LLC
PO BOX 614
FORT COLLINS, CO 80525

HALE COMMERCIAL PROPERTIES LLC
PO BOX 614
FORT COLLINS, CO 80522

DANIELSON, GERALD AND JULIE
39621 CR 31
AULT, CO 80610

RESIAK 3 LTD
7765 WEST 3 ACRE LANE B
WHEAT RIDGE, CO 80033

RESIAK 4 LTD
7765 W 3 ACRE LANE NO 3
WHEAT RIDGE, CO 80033

RESIAK 5 LTD
7765 WEST 3 ACRE LANE B
WHEAT RIDGE, CO 80033

HALL CAROLYN K
102 3 ST
EATON, CO 80615

FABRIZIUS, LOUIS S AND GINA D
PO BOX 429
EATON, CO 80615

ZIMMER ARTHUR A
133 OAK AVE
EATON, CO 80615

AGG LLC
45 EAST COLLINS STREET
EATON, CO 80615

HASS DAWN M
PO BOX 133
EATON, CO 80615

TOMMIE ROSALES AND MARY ANN
CHAVEZ
107 5 ST
EATON, CO 80615

Minnerop, Elisabeth
426 MAPLE AVE
EATON, CO 80615

MARGARET LUJAN, ANTHONY LUJAN AND
THE HEIRS OF CHARLES B REDIN
365 LINDEN ST
EATON, CO 80615

RAU WANDA J, George A. Cheesman, Jr., and
Harold E. Rau
115 ELM AVE
EATON, CO 80615

SCHULZ ROGER L
P O BOX 367
EATON, CO 80615

AMALGAMATED SUGAR COMPANY LLC
1951 S Saturn Way, STE 100
Boise, ID 83709

4334 CO LLC
4687 W 18 ST
GREELEY, CO 80634

Weld County School District No. RE-2
225 Juniper Ave
EATON, CO 80615

Dorothy Thomas Phelps
Address Unknown

Winston H. Dines
Address Unknown

Holliday Dines
Address Unknown

Phelps Oil and Gas, LLC
Address Unknown

Rosemary T. Eaton
Address Unknown

Charles Herbert Eaton
Address Unknown

Sarah Martha E. Diebold
Address Unknown

Dana P. Ivers, Trustee of the Mary E. O'Neil
Family Generation Skipping Trust
Address Unknown

Carol E. Preston, Trustee of the Bryan Graham
Trust dated July 14, 1994
Address Unknown

Carol E. Preston, Trustee of the Robin A.
Janseen Trust dated July 14, 1994
Address Unknown

Penny Eaton Hancock, fka Penny Ann Eaton
Address Unknown

Lawrence Christopher Eaton
Address Unknown

Rex C. Eaton III
Address Unknown

Nancy Leigh Eaton, fka Nancy Eaton Stuve
Address Unknown

Kimberly McKee Eaton
Address Unknown

Eric L. Eaton
Address Unknown

Alexandra Eaton Woodmansee, fka Alexandra
Eaton
Address Unknown

Schuyler E. Cone
Address Unknown

Robin Cone Delp, fka Robin C. Hutton
Address Unknown

Benjamin A. Eaton
Address Unknown

Robert L. Eaton, Jr.
Address Unknown

Margaret Amy Royer, fka Margaret A. Eaton
Address Unknown

Robert Lawrence Eaton
Address Unknown

Dorothy Thomas Phelps
Address Unknown

Winston H. Dines
Address Unknown

Holliday Dines
Address Unknown

Phelps Oil and Gas, LLC
Address Unknown

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Address Unknown

Charles Herbert Eaton
Address Unknown

Sarah Martha E. Diebold
Address Unknown

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Address Unknown

Kimberly McKee Eaton
Address Unknown

Eric L. Eaton
Address Unknown

Alexandra Eaton Woodmansee, fka Alexandra
Eaton
Address Unknown

Schuyler E. Cone
Address Unknown

Robin Cone Delp, fka Robin C. Hutton
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Address Unknown

Kimberly McKee Eaton
Address Unknown

Eric L. Eaton
Address Unknown

Alexandra Eaton Woodmansee, fka Alexandra
Eaton
Address Unknown

Schuyler E. Cone
Address Unknown

Robin Cone Delp, fka Robin C. Hutton
Address Unknown

Benjamin A. Eaton
Address Unknown

Robert L. Eaton, Jr.
Address Unknown

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Address Unknown

Robert Lawrence Eaton
Address Unknown