

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 CODELL-)	DOCKET NO. 1501000080
NIOBRARA FORMATION, WATTENBERG)	
FIELD, WELD AND LARIMER COUNTIES,)	TYPE: SPACING
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.
216 16th Street, Suite 1100
Denver, Colorado 80202
(303) 407-4499
jparrot@bwenergylaw.com
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 AN APPROXIMATE 1,175-ACRE DRILLING AND SPACING UNIT LOCATED IN SECTIONS 19, 20, 29 AND 30, TOWNSHIP 6 NORTH, RANGE 67 WEST, 6TH P.M., AND SECTION 25, TOWNSHIP 6 NORTH, RANGE 68 WEST, 6TH P.M., FOR THE DEVELOPMENT/OPERATION OF THE CODELL-NIOBRARA FORMATION, WATTENBERG FIELD, WELD AND LARIMER COUNTIES, COLORADO		CAUSE NO. DOCKET NO.
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APPLICATION

COMES NOW Great Western Operating Company, LLC (Operator No. 10110) ("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 an approximate 1,175-acre drilling and spacing unit, for the development of the Codell-Niobrara Formation on the following described lands:

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

Section 19: SE $\frac{1}{4}$

Section 20: S $\frac{1}{2}$

Section 29: W $\frac{1}{2}$ NW $\frac{1}{4}$

Section 30: All

Township 6 North, Range 68 West, 6th P.M.

Section 25: SE $\frac{1}{4}$ NE $\frac{1}{4}$

1,175 acres, more or less, Weld and Larimer Counties, Colorado.
(hereinafter "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. Orders Applicable to all of the Application Lands.

(a) 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 recompleat 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.

(b) 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-Niobrara Formation underlying certain lands, including the Application Lands, with the permitted well locations in accordance with the provisions of Order No. 407-1.

4. Orders Applicable to Sections 19 and 30 of the Application Lands.

(a) On January 7, 2013, the Commission entered Order No. 407-742, which 1) vacated the approximate 80-acre drilling and spacing units established by Order No. 407-87 for the SE $\frac{1}{4}$ of Section 19 and all of Section 30, Township 6 North, Range 67 West, 6th P.M., 2) established an approximate 320-acre drilling and spacing unit consisting of the W $\frac{1}{2}$ of Section 30, Township 6 North, Range 67 West, 6th P.M., 3) established an approximate 480-acre drilling and spacing unit consisting of the SE $\frac{1}{4}$ of Section 19 and the E $\frac{1}{2}$ of 30, Township 6 North, Range 67 West, 6th P.M., and 4) approved up to four (4) horizontal wells within each unit, for the development and operation of the Codell-Niobrara Formation, with the treated interval of the horizontal wellbores to be no closer than 460 feet from the unit boundaries, and no closer than 150 feet from the treated interval of any other wellbore located in the unit, without exception being granted by the Director.

(b) On September 16, 2013, the Commission entered Order No. 407-851, which approved up to twelve (12) horizontal wells within the approximate 480-acre drilling and spacing unit consisting of the SE $\frac{1}{4}$ of Section 19 and the E $\frac{1}{2}$ of 30, Township 6 North, Range 67 West, 6th P.M. for the development and operation of the Codell-Niobrara Formation, with the treated interval of the horizontal wellbores to be no closer than 460 feet from the unit boundaries, and no closer than 150 feet from the treated interval of any other wellbore located in the unit, without exception being granted by the Director.

(c) On September 15, 2014, the Commission entered Order No. 407-1104, which 1) vacated an approximate 320-acre drilling and spacing unit established by Order No. 407-742 for the W $\frac{1}{2}$ of Section 30, Township 6 North, Range 67 West, 6th P.M., 2) vacated Order No. 407-851 in its entirety, 3) corrected the acreage of the drilling and spacing unit consisting of the SE $\frac{1}{4}$ of Section 19 and the E $\frac{1}{2}$ of 30, Township 6 North, Range 67 West, 6th P.M. to be approximately 450 acres, and 4) modified the drilling and spacing unit consisting of the SE $\frac{1}{4}$ of Section 19 and the E $\frac{1}{2}$ of 30, Township 6 North, Range 67 West, 6th P.M. to allow only one horizontal well, the Raindance FD 19-21HN Well.

5. Orders Applicable to section 20 of the Application Lands.

(a) On July 29, 2013, the Commission entered Order No. 407-835, which pooled all interests in an approximate 160-acre designated wellbore spacing unit established for the H-Y 20-54 Well (API No. 05-123-35429), covering the SE $\frac{1}{4}$ of Section 20, Township 6 North, Range 67 West, 6th P.M., for the development and operation of the Codell-Niobrara Formation.

6. Orders Applicable to sections 25 and 29 of the Application Lands.

(a) As described above, Order No. 407-87 applies to Section 29, Township 6 North, Range 67 West, 6th P.M. and Section 25, Township 6 North, Range 68 West, 6th P.M. No other specific Commission orders apply to such lands.

7. Applicant has concurrently filed an application herewith, to be heard at the Commission's January hearing, which seeks to, among other things, 1) establish an approximate 1,175-acre drilling and spacing unit covering the Applications Lands and 2) authorize up to twenty-eight (28) horizontal wells in order to efficiently and economically recover the oil, gas and associated hydrocarbons within said 1,175-acre drilling and spacing unit from the Codell-Niobrara Formation.

8. 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 the drilling and spacing unit, including but not limited to, any non-consenting interests and leased mineral interests, in the Application Lands in the Codell-Niobrara Formation underlying the following approximate 1,175-acre drilling and spacing unit:

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

Section 19: SE $\frac{1}{4}$

Section 20: S $\frac{1}{2}$

Section 29: W $\frac{1}{2}$ NW $\frac{1}{4}$

Section 30: All

Township 6 North, Range 68 West, 6th P.M.

Section 25: SE $\frac{1}{4}$ NE $\frac{1}{4}$

1,175 acres, more or less, Weld and Larimer Counties, Colorado.
(hereinafter "Application Lands")

9. 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 any well to the Codell-Niobrara Formation in the Application Lands.

10. 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). The list of such interested parties is attached hereto as Exhibit A. Applicant is seeking pooling for the orderly development of the hydrocarbons underlying the Application Lands. At this time, Applicant is not seeking that the cost recovery provisions of C.R.S. § 34-60-116(7)(b) be applied to any non-consenting owners within the Application Lands, but reserves the right to do so at a later date if necessary.

11. That in order to prevent waste and to protect correlative rights, all interests in the drilling and spacing unit should be pooled for the orderly development of the Codell-Niobrara Formation, including any non-consenting interests therein.

12. This Application is being filed thirty-eight (38) days in advance of the hearing date for which Applicant proposes the matter be docketed, being January 26, 2015. Applicant has discussed the timing of submission of this Application with the Secretary and understands that there is docket availability. Thus, Applicant requests that the Secretary accept this Application pursuant to Rule 506.a. as there is docket availability and the notice requirements of Rules 507 and 508 can be met.

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 an approximate 1,175-acre drilling and spacing unit established for the Application Lands 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) are first incurred for the drilling of any well to the Codell-Niobrara Formation in the Application Lands.

C. 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 January 2015, 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: December 19th, 2014.

Dated: December 19th, 2014.

Respectfully submitted:

GREAT WESTERN OPERATING COMPANY, LLC


By: _____


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

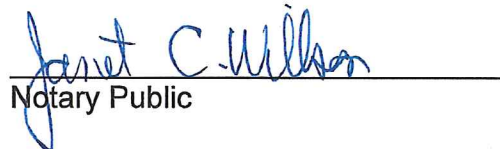
Applicant's Address:

Great Western Operating Company, LLC
ATTN: Steve R. Stacy
1801 Broadway, Suite 500
Denver, CO 80202

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


Steve R. Stacy
Senior Vice President of Land
Great Western Operating Company, LLC

My commission expires: 6/1/2018



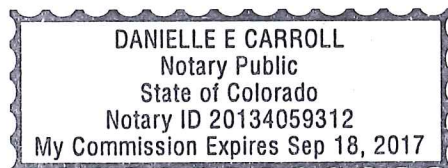


Exhibit A

101 EAST MAIN LLC
101 E MAIN ST
WINDSOR, CO 80550

102 EAST MAIN LLC
102 E MAIN ST
WINDSOR, CO 80550

AARON J LAUBE AND
COUREY A LAUBE
1528 BARNWOOD CRT
WINDSOR, CO 80550

AIKEN SHEILA
909 CONIFER CT APT 3
WINDSOR, CO 80550-4946

AIKEN SHEILA
910 CONIFER CT APT 3
WINDSOR, CO 80550

ARCHDIOCESE OF DENVER
1300 S STEELE ST
DENVER, CO 80210

B H EATON DITCH CO
1625 PELICAN LAKES PT STE 201
WINDSOR, CO 80550

BAIER VICKI L
7848 WINDSONG RD
WINDSOR, CO 805503400

BALDWIN KENNETH C
1032 HEMLOCK DR
WINDSOR, CO 80550-4934

BARBOUR ANTHONY LEE
1061 PINYON DR
WINDSOR, CO 80550-4944

BARNES ASHLEY
813 TABLE MOUNTAIN CT
WINDSOR, CO 80550-4922

BARRY SCHNEIDER AND
KRISTEN SCHNEIDER
1525 BARNWOOD CT
WINDSOR, CO 80550

BARRY WAYNE KADLUB
309 LOCUST AVE
WINDSOR, CO 80550

BATES JOHNNY J
1032 JUNIPER DR
WINDSOR, CO 80550-4966

BATES JOHNNY J
1033 JUNIPER DR
WINDSOR, CO 80550

BATHAUER WILLIAM E
1053 PINYON DR
WINDSOR, CO 80550-4944

BEAVER H E
31505 EASTMAN PARK DR
WINDSOR, CO 80550-3320

BECK JORDAN
9299 GLEN ARBOR DRBEN
LAMOND, CA 95005-9631

BENIKOSKY HOWARD E
901 HEMLOCK DR
WINDSOR, CO 80550-4935

BESSIRE JARROD
9909 STATE HIGHWAY 392
WINDSOR, CO 80550-3130

BISCEGLIA DANIEL J
1110 HEMLOCK DR
WINDSOR, CO 80550

BLAIR JACK D AND BLAIR JOAN E
914 CONIFER CT
WINDSOR, CO 80550-4924

BLANCHARD CORPORATION INC
2605 HARVARD ST
FORT COLLINS, CO 80525-2101

BLUM KENNETH L
1066 PINYON DR
WINDSOR, CO 80550-4941

BOESE BARRY L
905 CONIFER CT
WINDSOR, CO 80550-4924

Bradley Skaare & Carrie Skaare
1030 Indian Trails Drive
Windsor, CO 80550

BREWER KELLY
980 JUNIPER DR
WINDSOR, CO 80550-4932

BRILL MELVIN KIM
945 LARCH DR
WINDSOR, CO 80550-4927

BRODZINSKI CHRISTOPHER T
948 JUNIPER DR
WINDSOR, CO 80550-4932

BROOKE KADLUB WARD
PO BOX 3275
WEST WENDOVER, NV 89883

BROOKS WILLIAM H
1118 HEMLOCK CT
WINDSOR, CO 805504933

BROWN PAULA MARLENE
1061 LARCH DR
WINDSOR, CO 80550-4964

Buddy Anderson &
Marilyn A. Anderson
1026 Indian Trail Drive
Windsor, CO 80550

BUSCH JOAN E
900 LARCH DR
WINDSOR, CO 80550-4928

CACHE BANK & TRUST,
CUSTODIAN FBO JAMES J MURPHY
IRA TIN 84-1345925
4601 W 20TH
WINDSOR, CO 80550

CALDERONE ERIC
1114 HEMLOCK CT
WINDSOR, CO 80550-4933

CAREY SHERRY LYNN
REVOCABLE TRUST
1024 PINYON CT
WINDSOR, CO 80550-4983

CARPENTER ROBIN
909 CONIFER CT NO 6
WINDSOR, CO 80550-4946

CHAVIS CHRISTOPHER
1017 PINYON DR
WINDSOR, CO 80550-4943

CHRISTINE KADLUB SOLOMON
906 E. DONA ST
CHEYENNE, WY 89135

CLARKE TIMOTHY M
1401 LINDENWOOD DR
FORT COLLINS, CO 80524-2231

COBB JEFFREY RT
1143 HEMLOCK DR
WINDSOR, CO 80550-4937

COWAN MIKE
1017 HEMLOCK DR
WINDSOR, CO 80550-4936

CRAIG ALAN KADLUB
10387 BURENSBURG AVE
LAS VEGAS, NV 89135

CRAIG HILDA
916 CONIFER CT
WINDSOR, CO 80550-4924

CUMMINGS JAMES W
1029 PINYON DR
WINDSOR, CO 80550-4943

DANIEL L COCHRAN AND
KATHLEEN COCHRAN
577 BARNWOOD DR
WINDSOR, CO 80550

DANIEL S ANDERSON AND
DONNA ANDERSON
660 SOUTHWOOD LN
WINDSOR, CO 80550

DARCHANGEL SALLY A
1000 JUNIPER DR
WINDSOR, CO 80550-4966

David B. Nicholl & Amy L. Nicholl
1017 Indian Trails Drive
Windsor, CO 80550

DAVID E SMITH AND
GERALDINE SMITH
1399 FERNWOOD DR
WINDSOR, CO 80550

DAVIS WAYNE A
815 TABLE MOUNTAIN CT
WINDSOR, CO 80550-4922

DERAADT LOIS A
59 PAJARO WAY
GREELEY, CO 80634-9045

DICK PETER J
1060 PINYON DR
WINDSOR, CO 80550

DICKEY JERRY CHARLES
1037 LARCH DR
WINDSOR, CO 80550-4964

DIZMANG BRIAN D
1205 CRESCENT DR
WINDSOR, CO 80550-5838

DOUDNA HOWARD W
814 STORM MOUNTAIN CT
WINDSOR, CO 80550-4920

DOUGLAS BOWYER AND
DAWN BOWYER
1535 BARNWOOD CT
WINDSOR, CO 80550-5971

DOWNS GARY L
805 TABLE MOUNTAIN CT
WINDSOR, CO 80550-4922

DRESSEL ROSALINDA
1045 PINYON DR
WINDSOR, CO 80550-4944

DUFFY ROBERT R
1057 PINYON DR
WINDSOR, CO 80550-4944

DURAN W CHRISTOPHER
832 IRON MOUNTAIN CT
WINDSOR, CO 80550-4921

DURRANT RICHARD F
807 TABLE MOUNTAIN CT
WINDSOR, CO 80550-4922

Edwin D. Kadlub
309 Locust St.
Windsor, CO 80500

EICHORN CHARLES E
919 CONIFER CT NO 7
THORNTON, CO 80229-2628

ELENS DAVID A
20 GREEN MOUNTAIN DR
LOVELAND, CO 80537-9720

ELIZABETH ELLIOTT AND
WILLIAM ELLIOTT
585 BARNWOOD DR
WINDSOR, CO 80550

EMMA R HOUSER
1100 TAFT AVE UNIT 35
DEERFIELD BEACH, FL 33442

END-IRA INC FBO LARRY D PETERSON
IRA
1070 W CENTURY DR STE 101
LOUISVILLE, CO 80027-1657

ENGLAND CATHERINE L
804 STORM MOUNTAIN CT
WINDSOR, CO 80550-4920

ERBES GARY L
1054 JUNIPER DR
WINDSOR, CO 80550-4966

ERIC KENT LITTLE AND
KELLY E LITTLE
1101 STONE MOUNTAIN DR
WINDSOR, CO 80550-5956

ERIKA K SATTLER AND
CLINTON L SATTLER
1201 STONE MOUNTAIN DR
WINDSOR, CO 80550-5945

Evangelical Free Church of Windsor
700 Pine Drive
Windsor, CO 80550

FAHEY MICHAEL T
945 JUNIPER DR
WINDSOR, CO 80550-4931

FAUNA MARIA KNESS AND
DEAN ALLEN KNESS,
AS TRUSTEES OF THE 2007
KNESS FAMILY TRUST
DATED DECEMBER 6, 2007
PO BOX 597
WINDSOR, CO 80550

FERREL ALEXANDER
1185 HEMLOCK DR
WINDSOR, CO 80550-4937

FIELD ADRIAN
37120 SOARING EAGLE CIR
SEVERANCE, CO 80550-2591

FLEENER MARK A
1130 HEMLOCK DR
WINDSOR, CO 80550-4938

FLOHR NINA
1018 PINYON DR
WINDSOR, CO 80550-4940

FOWLER REBECCA L
826 IRON MOUNTAIN CT
WINDSOR, CO 80550-4921

FRANZ MARTIN P
2658 5TH ST SW
LOVELAND, CO 80537-4104

FRIEDRICHSEN WILLIAM R
3000 ANTELOPE RD
FORT COLLINS, CO 80525-9038

GARCIA CRISTINA
99 BOARDMAN ST
EAST BOSTON, MA 21282

GARCIA JACQUELINE J
1073 PINYON DR
WINDSOR, CO 80550-4944

GARCIA JASON PAUL
917 CONIFER CT UNIT 3
WINDSOR, CO 80550-4986

GARCIA JOHN L
1129 HEMLOCK DR
WINDSOR, CO 80550-4937

GARZA TOMAS O
915 HEMLOCK DR
WINDSOR, CO 80550

GEORGE HALL AND
BETTY HALL
4274 W 14TH ST RD
GREELEY, CO 80634

GERLACH KENNETH G
948 LARCH DR
WINDSOR, CO 80550-4928

GLEN E CANTRELL AND
PATRICIA L CANTRELL
1532 BARNWOOD CT
WINDSOR, CO 80550

GODFREY CLIFTON WESTLEY
900 JUNIPER DR
WINDSOR, CO 80550-4932

GOOSSENS DERRICK V
1025 LARCH DR
WINDSOR, CO 80550-4964

GRAFF GEORGE A
502 PALISADE MOUNTAIN DR
WINDSOR, CO 80550-4904

GREIMAN MARGO L
919 CONIFER CT UNIT B-10
WINDSOR, CO 80550

GRITHER ROBERT LEE
1150 HEMLOCK DR
WINDSOR, CO 80550-4938

Grizzly Petroleum Company
1700 Broadway
Denver, CO 80290

GROVE PARK HOMEOWNERS
ASSN OF WINDSON
Unknown

GUFFY DAVID
817 TABLE MOUNTAIN CT
WINDSOR, CO 805504922

GURLEY PHILIP NICOLAS
248 E COYOTE CT
SILVERTHORNE, CO 80498-9200

GUSHLEFF ANDREW W
806 STONE MOUNTAIN DR APT 102
WINDSOR, CO 80550-4970

HAAS JOYCE L
903 CONIFER CT APT 13
WINDSOR, CO 80550-4989

HALL DELBERT E
1001 HELMOCK DR
WINDSOR, CO 80550-4936

HAMMOND WILLIAM J III
916 JUNIPER DR
WINDSOR, CO 80550

HARDER PAULA D
5164 SHAVANO CT
WINDSOR, CO 80550-2584

HAYS TYLER M
811 TABLE MOUNTAIN CT
WINDSOR, CO 80550-4922

HEINSMA THOMAS H
818 IRON MOUNTAIN CT
WINDSOR, CO 80550-4921

HOLLMAN TED W
971 HEMLOCK DR
WINDSOR, CO 80550-4935

HOLMAN MICHAEL P
1036 PINYON CT
WINDSOR, CO 80550-4983

HORN STEVEN D
917 CONIFER CT APT 2
WINDSOR, CO 80550-4986

HOWELL LARRY
975 LARCH DR
WINDSOR, CO 80550-4927

HULSE BRADLEY V
1065 JUNIPER DR
WINDSOR, CO 80550-4931

HUSKI DAWN R
1049 HEMLOCK DR
WINDSOR, CO 80550-4936

IMAGO Enterprises, Inc.
140 Palmer Drive
Ft. Collins, CO 80525

JAMES R STARKEY AND
ALENE E STARKEY
1534 BARNWOOD CT
WINDSOR, CO 80550

JANICKI JEROME J
1069 PINYON DR
WINDSOR, CO 80550-4944

JASON A SANDERS AND
ANGELA M SANDERS
1529 BARNWOOD CT
WINDSOR, CO 80550

Jay A. Gorman, Jr.
1095 Kiva Circle
Windsor, CO 80550

JENSEN MICHAEL VERN
1048 PINYON CT
WINDSOR, CO 805504983

JEREMY BURMEISTER AND
LYNDSEY BURMEISTER
598 15TH ST
WINDSOR, CO 80550

JIRIK GREGORY L
972 LARCH DR
WINDSOR, CO 80550-4928

JOHNSON ANNE M
808 STORM MOUNTAIN CT
WINDSOR, CO 80550-4920

JONES CAROLYN ANNE
1054 PINYON CT
WINDSOR, CO 80550-4983

JOSEPH SEAMON
599 BARNWOOD DR
WINDSOR, CO 80550

Joshua Westra and Emilie Westra
804 STONE MOUNTAIN DR UNIT 204
WINDSOR, CO 80550-4951

KAHL SHELBY
909 CONIFER CT APT 5
WINDSOR, CO 80550

KEENAN JEAN (BN)
PO BOX 3427
ARIZONA CITY, AZ 85123-0449

KEENER JEFFREY ALLEN
801 TABLE MOUNTAIN CT
WINDSOR, CO 80550-4922

KENNEDY STEPHEN RALPH
1085 LARCH DR
WINDSOR, CO 80550-4929

Kerr McGee Oil & Gas Onshore
PO Box 173779
Denver, CO 80217

KICK DAVID KENNETH
1049 LARCH DR
WINDSOR, CO 80550

KING KELLY P
1072 PINYON DR
WINDSOR, CO 80550-4941

KINGERY STEVEN C
1180 HEMLOCK DR
WINDSOR, CO 80550-4938

KNAUB RANDY L
1115 HEMLOCK DR
WINDSOR, CO 80550-4937

KOOIENGA JENNIFER
1025 PINYON DR
WINDSOR, CO 80550-4943

KOSMICKI JOHN LIVING TRUST
1116 HEMLOCK CT
WINDSOR, CO 80550-4933

KUENNING THELMA E
1078 PINYON DR
WINDSOR, CO 80550-4942

LARA ADOLPH
716 CRYSTAL MOUNTAIN CT
WINDSOR, CO 80550-4908

LARSON DANIEL L
1041 PINYON DR
WINDSOR, CO 80550

LEE MARK A
932 JUNIPER DR
WINDSOR, CO 80550-4932

LEFEVER JAMES L
1009 PINYON DR
WINDSOR, CO 80550

LEINGANG SHAWN C
929 HEMLOCK DR
WINDSOR, CO 80550-4935

LEITZ DAVID L
729 PARKVIEW MOUNTAIN DR
WINDSOR, CO 80550-4913

LEROUX MICHAEL G &
LEROUX ANNA A
239 CATTAIL BAY
WINDSOR, CO 80550-6113

LINDA J FRANCIS
PO BOX 700
WINDSOR, CO 80550

LINZEY JOHN M
921 CONIFER CT # 4
WINDSOR, CO 80550-4987

LOBATO DANIEL N
1170 HEMLOCK DR
WINDSOR, CO 80550-4938

LOPATIN NATHAN
1033 HEMLOCK DR
WINDSOR, CO 80550-4936

LUCERO ALICE
PO BOX 684
WINDSOR, CO 80550-0684

LUNA ANTONIO JR
1005 PINYON DR
WINDSOR, CO 80550

LUTZ JEREMY
1073 LARCH DR
WINDSOR, CO 80550-4929

MAJ KEVIN M
1001 LARCH DR
WINDSOR, CO 80550-4964

MALAMA KELLY
1944 W HENDERSON ST APT 1R
CHICAGO, IL 60657-6668

Marc D. McKenzie &
Janyce K. McKenzie
1028 Indian Trails Drive
Windsor, CO 80550

MARTINEZ LEE R
806 STORM MOUNTAIN CT
WINDSOR, CO 80550-4920

MARY RICHARDS
518 BRIDLE CT
FAIRVEIW, TX 75069

MATTHEW POWELL
548 15TH ST
WINDSOR, CO 80550

MAU DOUGLAS C
960 HEMLOCK DR
WINDSOR, CO 80550-4934

MAUCH GARY L
810 STORM MOUNTAIN CT
WINDSOR, CO 80550-4920

MAY MARLIN J
919 CONIFER CT APT 8
WINDSOR, CO 80550-4988

MAYNARD RICKY L II
812 STORM MOUNTAIN CT
WINDSOR, CO 80550-4920

MAZUR RUDOLPH J
819 TABLE MOUNTAIN CT
WINDSOR, CO 80550-4922

MC CABE LISA A
1065 PINYON DR
WINDSOR, CO 80550-4944

MC DANIEL SIRIPORN
6731 FLAGLER RD
FORT COLLINS, CO 80525-7008

MEISINGER DAVID F
1042 LARCH DR
WINDSOR, CO 80550-4965

MEYER STEVEN H
1000 LARCH DR
WINDSOR, CO 80550-4965

MICHAEL J ZINK AND
JAMIE K ZINK
PO BOX 561
WINDSOR, CO 80550

MILLER CHARLES DUANE
828 IRON MOUNTAIN CT
WINDSOR, CO 80550-4921

MILLER DRESSSEL ANNEMARIE
1049 PINYON DR
WINDSOR, CO 80550-4944

MISSOURI IMPROVEMENT COMPANY
PO BOX 301764
DALLAS, TX 75303-1764

MOIN AREEF
7120 SEDGWICK DR
FORT COLLINS, CO 80525-8225

MORRISON WALTER F III
524 14TH ST
WINDSOR, CO 80550-5968

MORROW TRAVIS C
714 CRYSTAL MOUNTAIN CT
WINDSOR, CO 80550-4908

NCR Acquisitions 1, LLC
1700 Broadway #650
Denver, CO 80209

NEFF KAREN L
1014 LARCH DR
WINDSOR, CO 80550-4965

ORELLANA JOSE B
1001 JUNIPER DR
WINDSOR, CO 80550-4931

ORTIZ THOMAS D
903 CONIFER CT APT 14
WINDSOR, CO 80550-4989

OSAGE- LONGMONT LLC
3810 S ATCHISON WAY UNIT C
AURORA, CO 800145192

PADELIO SHELDON G
1033 PINYON DR
WINDSOR, CO 80550-4943

PATRICK N ANDERSON AND
MARY E MORRIS
13207 LAKEWOOD BLVD
DOWNEY, CA 90242

PETER M MADDOCKS AND
SUSAN E MADDOCKS
1531 BARNWOOD CT
WINDSOR, CO 80550

PETERSON PETER TODD
975 JUNIPER DR
WINDSOR, CO 80550-4931

PHILIP G YASTROW AND
ELLEN J YASTROW
2000 VINEYARD DR
WINDSOR, CO 80550

Philip G. Yastrow
6080 Trevino Ct.
Fort Collins, CO 80528

POST JOSHU DAVID
917 CONIFER CT NO 1
WINDSOR, CO 80550-4986

PRATER STEVEN M
PO BOX 192
WINDSOR, CO 80550-0192

RAMEY CRAIG ANTHONY
3420 TERRY POINT DR
FORT COLLINS, CO 805241355

RANDALL L HOCKING
31591 CR 17
WINDSOR, CO 80550-3316

RANDY J VISE AND
DEBORAH L THORSON
580 LAKEWOOD CT
WINDSOR, CO 80550

RAYMOND BORNHOFT AND
DONNA S BORNHOFT
593 BARNWOOD DR
WINDSOR, CO 80500

REGISTER JUDY B
909 CONIFER CT APT 2
WINDSOR, CO 80550-4946

REITER LISA
1140 HEMLOCK DR
WINDSOR, CO 80550

RHOADARMER LORI
804 STONE MOUNTAIN DR APT 102
WINDSOR, CO 80550-4951

RICHARD J MORFORD AND
DONNA MORFORD
585 LAKEWOOD CT
WINDSOR, CO 80550

RIDDELL BROTHERS LTD
37867 WCR 37
EATON CO 80615

Riddell Brothers, Ltd.
37867 County Road 37
Eaton, CO 80615-9016

RIVA DEL LAGO LLC
5747 NICKLAUS DR
FT COLLINS, CO 80528-8855

RIVERA LOUIS M
1157 HEMLOCK DR
WINDSOR, CO 80550-4937

ROBERT LANTEIGNE
1451 FERNWOOD DR
WINDSOR, CO 80550

ROBERTO EUGENE
36835 COUNTY ROAD 21
WINDSOR, CO 80550-2714

RODRIGUEZ ADOLPH
731 PARKVIEW MOUNTAIN DR
WINDSOR, CO 80550-4913

ROGAKIS DAVID W
970 HEMLOCK DR
WINDSOR, CO 80550

ROGERS ALAN M
919 CONIFER CT APT 9
WINDSOR, CO 80550-4988

ROHRER CHARLES W SR
909 CONIFER CT 4
WINDSOR, CO 80550

ROLAND CHARLOTTE F
924 LARCH DRIVE
WINDSOR, CO 80550

ROLAND TARAH L
925 LARCH DR
WINDSOR, CO 80550-4927

ROSS TRAVIS
1048 HEMLOCK DR
WINDSOR, CO 80550-4934

ROTHER JASON
903 CONIFER CT APT 15
GREELEY, CO 80631-3047

RUSSELL GLADYS
980 HEMLOCK DR
WINDSOR, CO 80550-4934

SADAR MICHAEL J
4520 INLET CT
FORT COLLINS, CO 80526-4903

SAFCIK JAMES L
1012 PINYON DR
WINDSOR, CO 80550-4940

SAMMELMAN GENE G
1048 JUNIPER DR
WINDSOR, CO 80550-4966

SAXBURY DONNA M
921 CONIFER CT No. 2
WINDSOR, CO 80550

SCHAEFER JAMES R
915 CONIFER CT No. 2
WINDSOR, CO 80550

SCHNEIDER JANET A
802 STORM MOUNTAIN CT
WINDSOR, CO 80550-4920

SCHOEFFLER WILLIAM G
823 ELM ST
WINDSOR, CO 80550-4739

SELL RONALD L & JOANN
3614 ARAPAHOE DR
FORT COLLINS, CO 805211006

SHAKLEE RYAN D
1017 JUNIPER DR
WINDSOR, CO 80550-4931

Sharp Energy Resources, LLC
1700 Broadway, Suite 650
Denver, CO 80290-1170

SHRADER ALLISON J
7782 WINDSONG RD
WINDSOR, CO 80550-3400

SIZEMORE-WILLIAMS LAURA R
909 CONIFER CT UNIT A1
WINDSOR, CO 805504985

SKOGLUND LYNN F
1120 HEMLOCK CT
WINDSOR, CO 80550-4933

Skylark Energy, LLC
Box 237
Littleton, CO 80120

SMITH RICHARD E
1033 JUNIPER DR
WINDSOR, CO 80550-4931

SPELTS CONNIE S
1013 LARCH DR
WINDSOR, CO 80550-4964

STACEY KADLUB
6323 CR 89
ROGGEN, CO 80652

Stanley K Everitt and Sara A Everitt
695 Southwood Lane
Windsor, CO 80550

STEVEN LOECKE AND
JODI LOECKE
1301 STONE MOUNTAIN DR
WINDSOR, CO 80550

STEVEN MADDOCKS AND
JENNIFER MADDOCKS
1533 BARNWOOD CT
WINDSOR, CO 80550

STONEGATE APARTMENTS LLC
OLD TOWN SQUARE, No. 5-216
FT COLLINS, CO 80524

SUMMA REX A
7918 BAYSIDE DR
FORT COLLINS, CO 80528-8952

TEKLITS KEITH JOSEPH
919 CONIFER CT APT 11
WINDSOR, CO 80550-4988

TERRANOVA ROBERT JAMES JR
1225 REDWOOD CT
WINDSOR, CO 80550-4601

TGIF Investments, LLC
9712 Tall Grass Cir
Lone Tree, CO 80124

THIMGAN JUSTIN M
1160 HEMLOCK DR
WINDSOR, CO 80550-4938

THOMAS EDWIN KADLUB
PO BOX 447
ROSEAU, MN 56751

THOMAS G FRANCIS
FOX RIDGE AT SEVERANCE LLC
PO BOX 4788
DEERFIELD BEACH, FL 33442

THOMAS KATHLEEN W
727 PARKVIEW MOUNTAIN DR
WINDSOR, CO 80550-4913

THOMSEN STEPHANIE S
1006 PINYON DR
WINDSOR, CO 80550-4940

TRACIE A MURPHY AND
ANDREW MURPHY
1499 FERNWOOD DR
WINDSOR, CO 80550

TURNER TOBY S
1013 PINYON DR
WINDSOR, CO 80550

VALDEZ DEBORAH
919 CONIFER CT APT 12
WINDSOR, CO 80550