

**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 FOR PORTIONS
OF SECTION 10, TOWNSHIP 6 NORTH,
RANGE 67 WEST, 6TH P.M., FOR THE
NIOBRARA FORMATION, WATTENBERG
FIELD, WELD COUNTY, COLORADO

CAUSE NO. 407
DOCKET NO.
TYPE: POOLING

APPLICATION

COMES NOW Great Western Operating Company, LLC (Operator No. 10110) ("Great Western" or "Applicant"), by its attorneys, Burleson LLP, 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 wellbore spacing units, for the drilling of the DeTienne FD 10-239HN Well (API No. 05-123-41181) in WSU #1, as defined below, and the DeTienne FD 10-202HN Well (API No. 05-123-41177) in WSU #2 (collectively the "Wells"), as defined below, for the development of the Niobrara Formation on the following described lands:

Township 6 North, Range 67 West, 6th P.M.
Section 10: N $\frac{1}{2}$ S $\frac{1}{2}$, S $\frac{1}{2}$ N $\frac{1}{2}$

320 acres, more or less, Weld County, 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. 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.

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

5. Applicant designated the two (2) 320-acre 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.

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 non-consenting interests, in the Application Lands in the Niobrara Formation underlying the following approximate 320-acre wellbore spacing unit, for the drilling of the DeTienne FD 10-239HN Well (API No. 05-123-41181):

Township 6 North, Range 67 West, 6th P.M.
Section 10: N $\frac{1}{2}$ S $\frac{1}{2}$, S $\frac{1}{2}$ N $\frac{1}{2}$

(throughout as "WSU #1").

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) are first incurred for the drilling of the Well to the Niobrara Formation in WSU #1, on the Application Lands.

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, including but not limited to, any non-consenting interests, in the Application Lands in the Niobrara Formation underlying the following approximate 320-acre wellbore spacing unit, for the drilling of the DeTienne FD 10-202HN Well (API No. 05-123-41177):

Township 6 North, Range 67 West, 6th P.M.
Section 10: N $\frac{1}{2}$ S $\frac{1}{2}$, S $\frac{1}{2}$ N $\frac{1}{2}$

(throughout as "WSU #2").

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 the Well to the Niobrara Formation in WSU #2, on 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 within seven (7) days of the date hereof, as required by Rule 503.e., and that at least thirty-five (35) 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.

11. That in order to prevent waste and to protect correlative rights, all interests in the wellbore spacing units should be pooled for the orderly development of the Niobrara Formation, including any non-consenting 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 the two (2) wellbore spacing units for the development of the 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 the Wells in WSU #1 or WSU #2, to the 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 Wells drilled to develop the Niobrara Formation in the wellbore spacing units 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 September 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: July 14, 2015.

Respectfully submitted:

GREAT WESTERN OPERATING COMPANY, LLC

By:



Jamie L. Jost
Zachary P. Sears
Burleson LLP
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Denver, Colorado 80203
(303) 801-3200

Applicant's Address:

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

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


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

**JANET C WILLSON
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID # 20024018949
MY COMMISSION EXPIRES JUNE 11, 2018**

Janet C. Willson
Notary Public

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


Jamie L. Jost

Notary Public

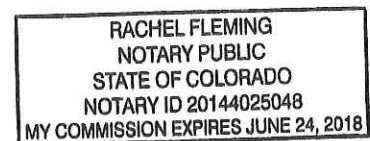


Exhibit A
FP – DeTienne FD 10-239HN & 10-202HN

Synergy Resources Corporation
20203 Highway 60
Platteville, CO 80651

Mary Ann DeSylvia
424 Locust St.
Windsor, CO 80550-5262

Grizzly Petroleum Company, LLC
1801 Broadway, Suite 500
Denver, CO 80202

Charron L. Feuerstein
10265 E. Aberdeen Ave.
Englewood, CO 80111-5465

Noble Energy, Inc.
1625 Broadway, Suite 2200
Denver, CO 80202

Marlyn R. DeTienne
34180 County Rd. 19
Windsor, CO 80550

Extraction Oil & Gas, LLC
370 17th Street, Suite 5300
Denver, CO 80202

Fred Schaeffer, Jr. Trust,
dated March 11, 1992
409 Red Hawk Drive
Fort Collins, CO 80524

Bayswater Blenheim
Holdings II, LLC
730 17th Street, Suite 610
Denver, CO 80202

Weld 152, LLC
8020 South County Road 5,
Suite 200
Windsor, CO 80528

Bayswater Exploration &
Production, LLC
730 17th Street, Suite 610
Denver, CO 80202

Chris Frye
16 Timor Sea
Newport Coast, CA 92657

Eldon L. Bower, Trustee of the
Eldon and Martha Bower Family
1992 Revocable Trust,
established April 15, 1992
2730 Montgomery Way
Sacramento, CA 95818

Ingeborg Frye
34896 Weld County Road 19
Windsor, CO 80550

Centennial Mineral Holdings, LLC
5950 Cedar Springs Rd., Suite 200
Dallas, Texas 75235

Jon Turner
8020 South CR 5, Suite 200
Windsor, CO 80528

Melvin Jacoby
605 6th St.
Windsor, Colorado 80550

Vivian Frye Supinka
983 Philadelphia St.
Indiana, PA 15701

Lloyd N. Darden
6312 Abraham Ave.
Westminster, CA 92683