



Great Western Operating
Company, LLC
1801 Broadway, Suite 500
Denver, CO 80202

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February 21, 2017

Baseline Lakes Holdings LLC
12460 1st Street
Eastlake, CO 80614

RE: Request for Exception to Rule 318A.a

**Baseline Pad
Township 1 South, Range 67 West, 6th P.M.
Section 2: N/2NE
Adams County, Colorado**

Dear Baseline Lakes Holdings LLC,

Great Western Operating Company, LLC ("Great Western") is applying to the Colorado Oil & Gas Conservation Commission ("COGCC") to drill wells from the above-referenced surface location.

Rule 318A.a of the COGCC Rules and Regulations requires that wells drilled within the Greater Wattenberg Area (as defined therein) be drilled in a square with sides four hundred (400) feet in length, the center of which is the center of any governmental quarter/quarter section ("400' window"); or a square with sides eight hundred (800) feet in length, the center of which is the center of any governmental quarter section ("800' window").

Great Western will not locate all wells associated with the above-referenced surface location within the Greater Wattenberg Area windows. Instead, the wells will be placed within the above-referenced surface location in accordance with the Surface Use Agreement between Great Western and Baseline Lakes Holdings LLC.

Great Western respectfully asks that you waive the COGCC Rule 318A.a requirement so that the wells may be drilled as agreed upon.

Please evidence your request to waive COGCC Rule 318A.a by signing below. If you have any questions regarding this matter, please contact Callie Fiddes at (303) 398-0302.

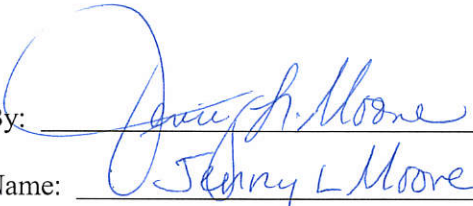
Sincerely,

Callie Fiddes

Callie Fiddes
Regulatory Compliance Specialist I

ACCEPTED and agreed to this 21st day of February, 2017.

BASELINE LAKES HOLDINGS LLC:

By: 
Name: Jenny L Moore
Title: Manager