

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

IN THE MATTER OF THE APPLICATION OF)	
GREAT WESTERN OIL & GAS COMPANY,)	
LLC TO ESTABLISH FIELD RULES TO)	Cause No.
GOVERN OPERATIONS FOR THE)	
DEVELOPMENT OF THE CODELL-)	Docket No.
NIOBRARA FORMATIONS FOR CERTAIN)	
DESCRIBED LANDS IN WELD COUNTY,)	
COLORADO)	

APPLICATION

Great Western Oil & Gas Company, LLC ("Applicant"), by and through its attorneys, Beatty & Wozniak, P.C., respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order to: (i) vacate Order No. 407-87 as to the Application Lands (defined below) for the Codell-Niobrara Formations; (ii) establish one (1) approximate 640-acre drilling and spacing unit; and (iii) allow up to seven (7) horizontal wells to be drilled within the 640-acre drilling and spacing unit for the production of oil, gas and associated hydrocarbons from the Codell-Niobrara Formations underlying the following lands. In support of its Application, 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 certain leasehold interests in the following lands:

Township 6 North, Range 67 West, 6th P.M.
Section 16: All

Weld County, Colorado ("Application Lands").

A reference map is attached hereto.

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 and/or gas from the Codell-Niobrara Formations underlying certain lands, including the Application Lands, with the permitted well locations in accordance with the provisions of Order No. 407-1.

4. The Application Lands are subject to Commission Rule 318A, specifically 318A(l)(a)(4)(D). Applicant, however, is utilizing the traditional method of establishing a 640-acre drilling and spacing unit for the Application Lands. The retention of the traditional method of establishing drilling and spacing units within the Greater Wattenberg Area was specifically discussed and approved during the August 2011 rulemaking amending Rule 318A to address horizontal wells.

5. Applicant requests that the Commission vacate the 80-acre drilling and spacing unit established by Order No. 407-87 as to Section 16, Township 6 North, Range 67 West as described in Paragraph 2 only for the Codell-Niobrara Formations. There are currently no producing wells from the Codell-Niobrara Formations on the Application Lands.

6. Applicant further requests that the Commission establish one (1) 640-acre drilling and spacing unit for the Application Lands for the development of the Codell-Niobrara Formations. A drilling and spacing unit of the size and shape specified above is not smaller than the maximum area that can be economically and efficiently drained by the proposed wells in the drilling and spacing unit.

7. Applicant requests that the Commission allow it to drill and complete one (1) horizontal well with the option to drill an additional six (6) horizontal wells for the development of the Codell-Niobrara Formations in the 640-acre drilling and spacing unit comprised of the Application Lands, unless an exception is authorized by the Director. Applicant asserts that the requested relief will promote economical and efficient drainage, protect correlative rights, avoid waste, reduce surface impacts, and will effectively recover oil, gas and associated hydrocarbons from the Niobrara Formation for the Application Lands.

8. Applicant states that all horizontal wells proposed to be drilled and completed shall be drilled from one (1) surface location located within the 640-acre drilling and spacing unit. Applicant has a surface use agreement with the landowner and has the consent to drill outside of the Rule 318A(l) drilling windows. Applicant confirms that the treated interval of any well shall be no closer than 460' from the boundaries of the drilling and spacing unit and no closer than 150' from the treated interval of another horizontal well within the unit, unless an exception is authorized by the Director. The Applicant further maintains that the proposed wells will have no adverse effect on correlative rights of adjacent owners.

9. Applicant states that the names and addresses of the interested parties according to the information and belief of the Applicant are set forth in Exhibit A attached hereto and made a part hereof, and the undersigned certifies that copies of this Application shall be served on each interested party within the next seven days as required by Rule 503.e.

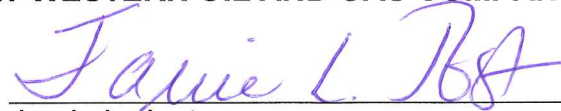
WHEREFORE, Applicant respectfully requests that this matter be set for hearing, that notice be given as required by law and that upon such hearing this Commission enter its order consistent with Applicant's proposals as set forth above.

DATED this 24 day of November, 2012.

Respectfully submitted:

GREAT WESTERN OIL AND GAS COMPANY, LLC.

By:



Jamie L. Jost
Elizabeth Y. Gallaway
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202
(303) 407-4499

Applicant's Address:

Great Western Oil & Gas Company, LLC
ATTN: K. Wade Pollard, CPL
1700 Broadway, Suite 650
Denver, CO 80290

VERIFICATION

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

The undersigned, of lawful age, having been first sworn upon his oath, deposes and states that:

1. He is a Petroleum Land Manager for Great Western Oil and Gas Company, LLC whose address is 1700 Broadway, Suite 650, Denver, CO 80290.
2. He has read the within application, is familiar with the facts set forth therein, and states that said facts are true and correct to the best of his knowledge and belief.

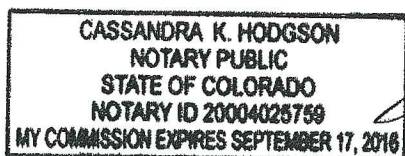
Further Affiant sayeth not.

K. Wade Pollard *W*
K. Wade Pollard, CPL

Subscribed and sworn to before me this 30th day of October, 2012.

Witness my hand and official seal.

My commission expires: 9-17-2012



[Signature]
Notary Public

EXHIBIT A

Grizzly Petroleum Company, LLC
1700 Broadway, Suite 650
Denver, CO 80290

Energy & Exploration Partners, LLC
Two City Place, Suite 1700
100 Throckmorton
Fort Worth, TX 76102

Linda M. Putnam
65 Veronica Drive
Windsor, CO 80550

Mary A. Putnam
65 Veronica Drive
Windsor, CO 80550

Helen G. Niekelski Trust
431 West Service Lane
Louisville, CO 80027

Roger E. Weinmeister and Kimberly J.
Weinmeister, joint tenants
231 N. Chimney Park Drive
Windsor, CO 80550

Matt Chase and Christine Chase, joint tenants
215 N. Chimney Park Drive
Windsor, CO 80550

Timothy R. Stadem and Beth H. Stadem, joint
tenants
107 N. Chimney Park Drive
Windsor, CO 80550

John R. Heppner and Paula J. Heppner, joint
tenants
315 19th Ave. Court
Greeley, CO 80631

Jewel D. Nickel
127 N. Chimney Park Drive
Windsor, CO 80550

Donovan J. Nickel
127 N. Chimney Park Drive
Windsor, CO 80550

Donald J. Stavely and Carmen M. Stavely,
joint tenants
129 N. Chimney Park Drive
Windsor, CO 80550

Bojacs, Inc.
252 Clayton
Denver, CO 80206

KMS Sixth Street Condominium Owners
Association, Inc.
128 N. 6th Street, #C
Windsor, CO 80550

KMS of Colorado, LLC
631 Birch Street, Unit A
Windsor, CO 80550

Meghan Hartmann
126 Beacon Way, Apt. R
Windsor, CO 80550

Pal II, Ltd. dba Pal Development Corporation
P.O. Box 6666
Denver, CO 80206

BN Leasing Corporation
2650 Lou Menk Drive
Fort Worth, TX 76131

Burlington Northern Railroad Company
2650 Lou Menk Drive
Fort Worth, TX 76131

Colorado Department of Transportation
4201 E. Arkansas Ave. Room 212
Denver, CO 80222

Martin and Martin Properties, LLC
155 E. Broadway Drive, Suite 400
Windsor, CO 80550

Other Side of the Rainbow, LLC
9 Elm Street
Ft. Collins, CO 80526

Ocean Blue, LLC
2200 Bighorn Road
Fort Collins, CO 80525

Manweiler and Hess, LLC
414 B&C Main Street
Windsor, CO 80550

Norlarco Credit Union
319 S. Meldrom Street
Fort Collins, CO 80521

Golden Delany, LLC
426 Main Street
Windsor, CO 80550

Jerry L. Steele and Janet Steele, joint tenants
1428 Grand Ave.
Windsor, CO 80550

Town of Windsor
301 Walnut Street
Windsor, CO 80550

Star Contracting, Inc.
508 Main Street
Windsor, CO 80550

Mary Brunner deceased, heir Raymond
Brunner
1083 E. Sunscape Way #491
Casa Granby, AZ 85222

William Rexford and Dianna Rexford, joint
tenants
11316 County Road 70
Windsor, CO 80550

Cynthia L. Stansfield
415 E. 28th St. Lane
Greeley, CO 80631

Edward D. Hergenreder
1005 Cottonwood Drive
Windsor, CO 80550

Windsor Enterprises, Inc.
526 Main Street
Windsor, CO 80550

Windsor-Severance Historical Society, Inc.
501 Ash Street
Windsor, CO 80550

John G. Brunner
512 Main Street
Windsor, CO 80550

Joann Koehler
8811 Comanche Road
Longmont, CO 80503

Mary Brunner
33847 Siasconset Rd.
Windsor, CO 80550

Regent Broadcasting of Ft. Collins, Inc.
100 East River Center Blvd. 9th Fl.
Covington, KY 41011

M&M Ventures, LLC
355 Eastman Park Drive
Windsor, CO 80550

Stephen E. Lord and Victoria R. Lord, joint
tenants
3215 Grand Canyon Street
Fort Collins, CO 80525

Donald J. Stavelly and Carmen M. Stavelly,
joint tenants
129 N. Chimney Park Drive
Windsor, CO 80550

MAPA Investments, LLC
3459 W. 20th Street, Suite 114
Greeley, CO 80634

Alex Medina and Dora M. Medina, joint
tenants
114 N. 6th Street
Windsor, CO 80550

Jam Investments
7233 Whitworth Court
Fort Collins, CO 80528

Karen A. Breeden, a widow
631 Ash Street
Windsor, CO 80550

Donald Elmer Abbott
107 7th Street
Windsor, CO 80550

Michael D. Miller and Kendra F. Miller
201 Birch Street
Windsor, CO 80550

King D. Robertson and Doris L. Robertson,
joint tenants
35637 Highway 133
Hotchkiss, CO 81419

Jeanette Y. Mercer and Kent A. Mercer, joint
tenants
222 N. 6th Street
Windsor, CO 80550

Jeffery D. Ruybal and Joyce A. Ruybal, joint
tenants
224 N. 6th
Windsor, CO 80550

Tillie L. Bryan, Life Estate Debra L.
Gustafson, remainder
625 Cedar Street
Windsor, CO 80550

Steve J. Winter and Carrie Jo Winter, joint
tenants
9370 County Road 70
Windsor, CO 80550

Roger Allen Young and Patty Jo Young, joint
tenants
617 Cedar Court
Windsor, CO 80550

Diane Ihfe
621 Cedar Court
Windsor, CO 80550

Wade T. Willis and Dalcie Dawn Willis, joint
tenants
311 N. 7th Street
Windsor, CO 80550

Jesse D. Hinojosa, Rueben Hinojosa, and
Thera Hevner, joint tenants
313 N. 7th Street
Windsor, CO 80550

Kathleen E. Calkins
317 N. 7th Street
Windsor, CO 80550

John R. Berens and Verna M. Berens, joint
tenants
P.O. Box 175
Windsor, CO 80550

TMJ Investments, LLC
353 Northshores Circle
Windsor, CO 80550

Virginia Walter
6 Main Street
Windsor, CO 80550

Georgia S. Holden
10 Main Street
Windsor, CO 80550

Edith L. Walter
14 Main Street
Windsor, CO 80550

US Fuel and Food Corporation
277 White Horse Pike, Suite 200
Atco, NJ 08004

Weld County
P.O. Box 758
Greeley, CO 80632

Anthony D. Reichenbach
108 Main Street
Windsor, CO 80550

Kathleen Jones
601 Locust Street
Windsor, CO 80550

Douglas E. Morey and Tracey L. Morey, joint
tenants
418 Chimney Park Drive
Windsor, CO 80550

John Jostad and Dinsmore Tuttle, joint
tenants
108 N. Co Rd5
Ft. Collins, CO 80524

Elia Briseno and James Barber, joint tenants
115 Ash Street
Windsor, CO 80550

Nadar Ghaffarvand
400 N 66th Ave.
Greeley, CO 80634

Brianne M. Schock and Curtis D. Schock,
joint tenants
3363 Paddy Lane
Loveland, CO 80537

Kevin E. Peden and Jo Rene Peden, joint
tenants
28 Chestnut Street
Windsor, CO 80550

John Thomas Buxmann and Mary Susanna
Buxmann, joint tenants
129 Ash Street
Windsor, CO 80550

Dennis Roberson and Kim Roberson, joint
tenants
1374 Waterwood Drive
Windsor, CO 80550

Daniel J. Noel and Rita M. Noel
P.O. Box 327
Timnath, CO 80547

Bonnie Londergan Ham and David Ham, joint
tenants
3903 Platte Drive
Ft. Collins, CO 80526

Maria L. Rodriguez
100 Ash Street
Windsor, CO 80550

Colorado Department of Transportation
4201 E. Arkansas Ave.
Denver, CO 80222

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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:

That she is the attorney for Great Western Oil & Gas Company, LLC and that on or before November 13 2012, 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 attached hereto.



Jamie L. Jost

Subscribed and sworn to before me on November __, 2012.

Witness my hand and official seal.

My commission expires: _____.

Notary Public

