

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. 407
GOVERN OPERATIONS FOR THE)	
DEVELOPMENT OF THE NIOBRARA)	Docket No. 1301-SP-17
FORMATION FOR CERTAIN DESCRIBED)	
LANDS IN WELD COUNTY, COLORADO)	

AMENDED APPLICATION

Great Western Oil & Gas Company, LLC ("Applicant"), by and through its attorneys, Beatty & Wozniak, P.C., respectfully submits this Amended 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 Niobrara Formation; (ii) establish two (2) drilling and spacing units (**294.78** acres and **445.07** acres); and (iii) allow up to four (4) horizontal wells to be drilled within the **294.78**-acre drilling and spacing unit and up to four (4) horizontal wells to be drilled within the **445.07**-acre drilling and spacing unit for the production of oil, gas and associated hydrocarbons from the Niobrara Formation underlying the following lands. In support of its Amended 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 19: SE/4
Section 30: All

Weld County, Colorado ("Application Lands").

Reference maps are 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 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. The Application Lands are subject to Commission Rule 318A, specifically 318A(I)(a)(4)(D). 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. Applicant is utilizing this traditional method of establishing the following two (2) drilling and spacing units on the Application Lands:

- (1) W/2 of Section 30 (**294.78**-acre drilling and spacing unit – “DSU #1”); and
- (2) E/2 of Section 30 and the SE/4 of Section 19 (**445.07**-acre drilling and spacing unit – “DSU #2”).

5. Applicant requests that the Commission vacate the 80-acre drilling and spacing unit established by Order No. 407-87 as to Sections 19 and 30, Township 6 North, Range 67 West as described in Paragraph 2 only for the Niobrara Formation. There are currently no producing wells from the Niobrara Formation on the Application Lands.

6. Applicant further requests that the Commission establish the above-referenced DSU #1 and DSU #2 for the Application Lands for the development of the Niobrara Formation. Drilling and spacing units 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 units.

7. Applicant requests that the Commission allow it to drill and complete up to four (4) horizontal wells in DSU #1 and up to four (4) horizontal wells in DSU #2 for the development of the Niobrara Formation for 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 each of the drilling and spacing units. Applicant has a surface use agreement with the landowner and has the consent to drill outside of the Rule 318A(l) drilling windows for each well within each of the proposed units. Applicant confirms that the treated interval of any well shall be no closer than 460' from the boundaries of each drilling and spacing unit and no closer than 150' from the treated interval of another horizontal well within each drilling and spacing 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 28th day of November, 2012.

Respectfully submitted:

GREAT WESTERN OIL AND GAS COMPANY, LLC.

By:



Jamie L. Jost
Gregory J. Nibert Jr.
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)
) ss.
CITY AND COUNTY OF DENVER)

K. Wade Pollard, of lawful age, being first duly sworn upon oath, deposes and says that he is Land Manager for Great Western Oil and Gas Company, LLC and that he has read the foregoing Amended Application and that the matters therein contained are true to the best of his knowledge, information and belief.

K. Wade Pollard

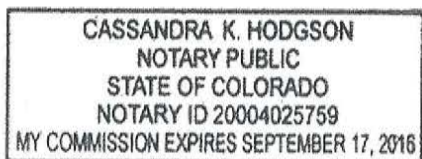
K. Wade Pollard
Land Manager
Great Western Oil and Gas Company, LLC

Subscribed and sworn to before this 20th day of November, 2012.

Witness my hand and official seal.

[SEAL]

My commission expires: 9-17-16



[Signature]

EXHIBIT A

Great Western Oil & Gas Company, LLC
1700 Broadway, Suite 650
Denver, CO 80290

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

Imago Enterprise
140 Palmer Drive
Fort Collins, CO 80525

Town of Windsor
301 Walnut Street
Windsor, CO 80550

Seth Ward
443 Brisbane Avenue
Greeley, CO 80634

Riddell Brothers, LTD.
37967 WCR 37
Eaton, CO 80615

David Bauer
Weld County
1111 H Street
Greeley, CO 80632

Kim Kaal
Energy Liaison
Colorado Division of Wildlife
711 Independent Ave.
Grand Junction, CO 81505

Kent Kuster
Colorado Department of
Public Health & Environment
4300 Cherry Creek Drive South
Denver, CO 80246-1530

George W. Hall & Betty Jane Hall
301 Centennial Dr.
Milliken, CO 80543

Mary Richards, aka Mary Smith
518 Bridle Court
Fairview, TX 75069

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

Double E&G, Inc.
3003 E. Harmony Rd., Suite 400
Ft. Collins, CO 80528

Pitner Homes, Ltd.
3121 Moore Lane
Ft. Collins, CO 80526

Kem Homes, Inc.
7352 Greenbridge Rd., A-6
Windsor, CO 80550

Colony Construction, Inc.
333 W. Drake Rd., Suite 111
Ft. Collins, CO 80526

James R. Starkey and Alene E. Starkey, joint
tenants
1534 Barnwood Ct.
Windsor, CO 80550

Douglas Bowyer and Dawn L. Bowyer, joint
tenants
1535 Barnwood Ct.
Windsor, CO 80550

Steven M. Maddocks and Jennifer K.
Maddocks, joint tenants
1533 Barnwood Ct.
Windsor, CO 80550

Peter M. Maddocks and Susan E. Maddocks,
joint tenants
1531 Barnwood Ct.
Windsor, CO 80550

Byron V. Noehl and Roberta L. Noehl, joint
tenants
1529 Barnwood Ct.
Windsor, CO 80550

Barry Schneider and Kristen Schneider joint
tenants
1525 Barnwood Ct.
Windsor, CO 80550

Riva del Lago LLC
5747 Nicklaud Dr.
Ft. Collins, CO 80528

Joseph M. Seamon and Victoria A. Seamon,
joint tenants
599 Barnwood Dr.
Windsor, CO 80550

Raymond Bornhoft and Donna S. Bornhoft,
joint tenants
593 Barnwood Dr.
Windsor, CO 80550

Elizabeth N. Elliott and William H. Elliott, joint
tenants
585 Barnwood Dr.
Windsor, CO 80550

Daniel L. Cochran and Kathleen R. Cochran,
joint tenants
577 Barnwood Dr.
Windsor, CO 80550

Cynthia D. Tucker and Robert D. Tucker, joint
tenants
598 15th St.
Windsor, CO 80550

E. Gene Simpson and A. Frances Simpson
517 Tailwood Circle
Windsor, CO 80550

Westwood Village Homeowners Association
563 Barnwood Dr.
Windsor, CO 80550

Orr Energy, LLC
826 9th St.
Greeley, CO 80631

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)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 28 2012, she caused a copy of the attached Amended 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 28, 2012.

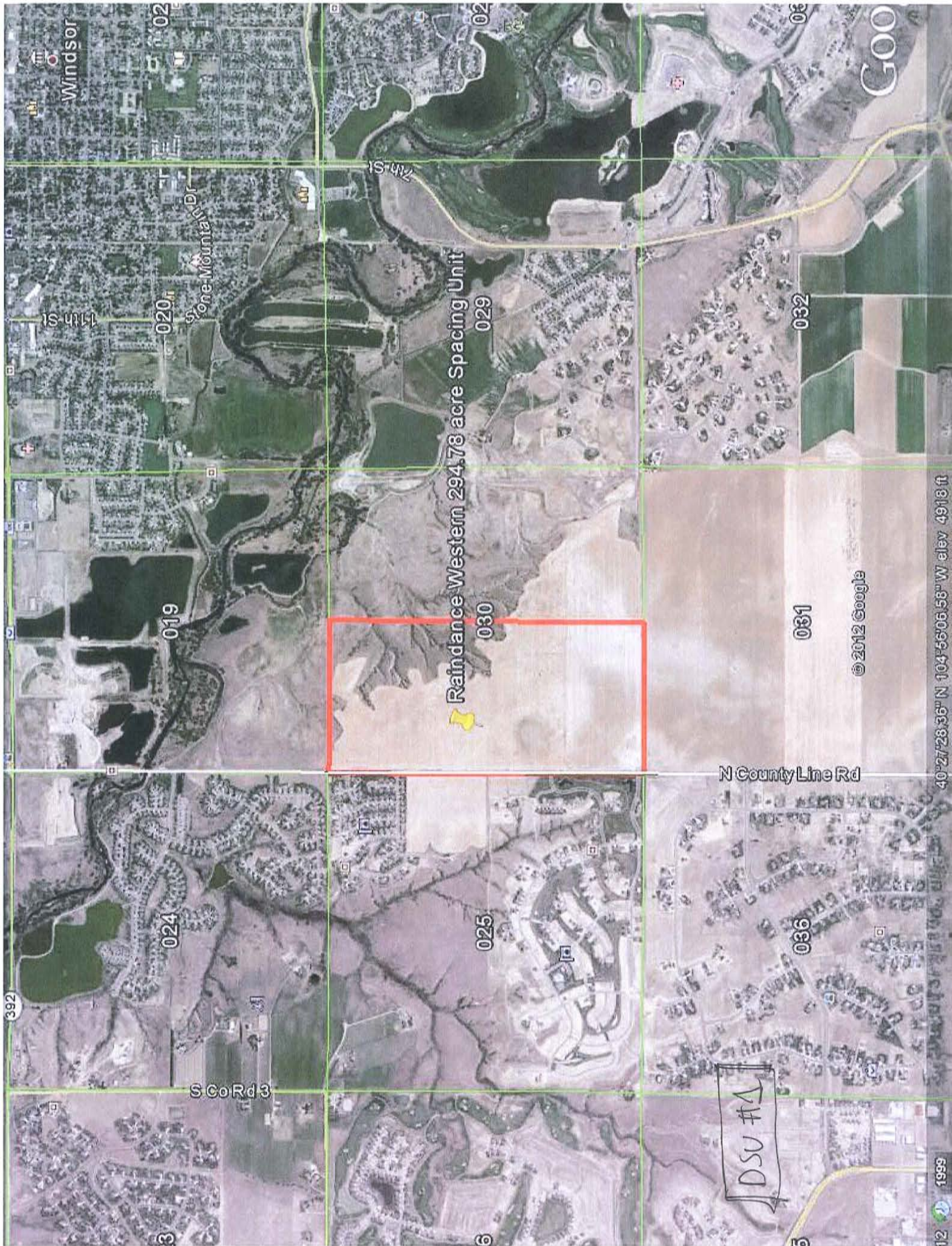
Witness my hand and official seal.

My commission expires: 10-04-13.





Notary Public



Raindance Western 294.78 acre Spacing Unit



DSU #1

© 2012 Google

© 1999

40°27'28.36" N 104°56'06.58" W elev 4913 ft



Raindance Eastern 454.78 acre Spacing Unit

DSU #2

N County Line Rd

S Co Rd 3

Windsor

Township

11th St

Stone Mountain Dr

019

020

021

024

025

029

030

028

032

036

037

033

392

12 1999

40°27'38.41"N 104°55'53.10"W elev 4864 ft

GOO