

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 ALLOWING
EIGHT (8) ADDITIONAL HORIZONTAL
WELLS IN AN APPROXIMATE 445.07-ACRE
DRILLING AND SPACING UNIT LOCATED IN
SECTIONS 19 AND 30, TOWNSHIP 6
NORTH, RANGE 67 WEST, 6TH P.M., FOR
THE CODELL-NIOBRARA FORMATION,
WATTENBERG FIELD, WELD COUNTY,
COLORADO

Cause No.

Docket No.

APPLICATION

Great Western Operation 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 authorizing eight (8) additional horizontal wells, for a total of twelve (12) horizontal wells, within the following approximate 445.07-acre drilling and spacing unit:

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

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

Section 30: E $\frac{1}{2}$

Weld County, Colorado ("Application 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 an operator in good standing with the Commission.
2. Applicant holds the right to operate in the Application Lands.
3. 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, with the permitted well locations in accordance with the provisions of Order No. 407-1.
4. 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 but did not prohibit the establishment of drilling and spacing units within the Greater Wattenberg Area.

5. On January 7, 2013, the Commission entered Order No. 407-742 which, among other things, established an approximate 445.07-acre drilling and spacing unit and approved a total of eight (8) horizontal wells to be located within each unit for the production of oil, gas and associated hydrocarbons from the Codell-Niobrara Formation.

6. There are no existing vertical and/or directional wells drilled and completed to the Codell-Niobrara Formation on the Application Lands.

7. Applicant requests eight (8) additional horizontal well, for a total of up to twelve (12) horizontal wells, be authorized for production of oil, gas and associated hydrocarbons from the Codell-Niobrara Formation in the Application Lands, with the treated interval of the horizontal wellbore 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.

8. Applicant requests authorization to locate the wellpads for the proposed horizontal wells anywhere within the unit, or on adjacent lands. The proposed wellpads are not within a designated GWA drilling window. Applicant has a Surface Use Agreement in place with a surface owner.

9. Applicant requests confirmation that it shall be allowed to utilize its blanket bond to located the wellpads for the proposed horizontal wells on at a surface location outside the applicable GWA drilling window, if applicable. As a courtesy, the surface owners within the proposed unit have been provided notice of this Application.

10. Applicant asserts that the additional eight (8) wells are necessary to prevent waste, protect correlative rights, and to assure the maximum efficient recovery of oil, gas and associated hydrocarbons from the Codell-Niobrara Formation on the Application Lands.

11. The names and addresses of the interested parties to this Application are set forth in Exhibit A, and the undersigned certifies that copies of this Application shall be served on each interested party as required by Rule 503.e.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing, notice be given as required by law and that upon such hearing this Commission enter its order:

A. Authorizing eight (8) additional horizontal wells, for a total of twelve (12) horizontal wells, in each unit on the Application Lands for production of oil, gas and associated hydrocarbons from the Codell-Niobrara Formation with the treated interval of the horizontal wellbore 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. Authorizing the location of the wellpads for the proposed horizontal wells anywhere within the unit, or on adjacent lands.

C. Confirming that Applicant shall be allowed to utilize its blanket bond to locate the wellpads for the proposed horizontal wells on at a surface location outside the applicable GWA drilling window, if applicable.

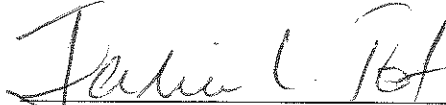
D. For such other findings and orders as the Commission may deem proper or advisable in the matter.

Dated: May 30, 2013

Respectfully submitted:

GREAT WESTERN OPERATING COMPANY, LLC

By:

A handwritten signature in dark ink, appearing to read "Jamie L. Jost", written over a horizontal line.

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 Operating Company, LLC

ATTN: K. Wade Pollard, CPL

1700 Broadway, Suite 650

Denver, CO 80290

VERIFICATION

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

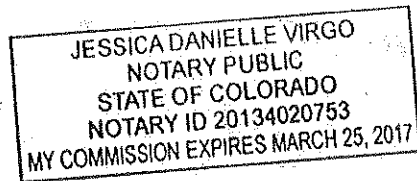
K. Wade Pollard, of lawful age, being first duly sworn upon oath, deposes and says that he is the Land Manager for Great Western Operating Company, LLC and that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge, information and belief.

K. Wade Pollard H
K. Wade Pollard
Land Manager
Great Western Operating Company, LLC

Subscribed and sworn to before this 30 day of May, 2013.

Witness my hand and official seal.

[SEAL]



My commission expires: March 25, 2017


Jessica Virgo
Notary Public

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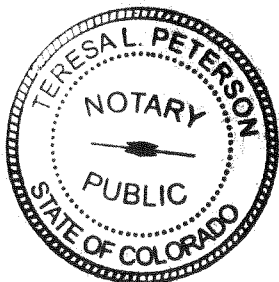
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STATE OF COLORADO)
)ss.
CITY AND COUNTY OF DENVER)

That he is the attorney for Great Western Operating Company, LLC, that on or before June 10, 2013, he 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 to the Application.


Gregory J. Nibert, Jr.

My commission expires: 10-04-13



Yeresa K. Peterson
Notary Public

Exhibit A
Interested Parties

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

Synergy Resources Corporation
20203 Highway 60
Platteville, CO 80651

Randy J. Vise and Deborah L. Thorson
580 Lakewood Ct.
Windsor, CO 80550

Michael J Zink and Jamie K. Zink and Dorothy M.
Reese
1530 Barnwood Ct.
Windsor, CO 80550

Patricia L. Cantrell and Glen E. Cantrell
1532 Barnwood Ct.
Windsor, CO 80550

Westwood Village Homeowner's Association,
Inc.
P.O. Box 461
Windsor, CO 80550

Anadarko Land Corp.
1099 18th Street, Suite 1800
Denver, CO 80202

B.H. Eaton Ditch Company
1625 Pelican Lakes Point, Suite 201
Windsor, CO 80550

David Bauer
Weld County
1111 H Street
Greeley, CO 80632

Tom Schreiner
Energy Liaison
Colorado Division of Wildlife
6060 Broadway
Denver, CO 80216

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

Surface Owners (Courtesy Copy Only)

Anadarko Land Corp.
1099 18th Street, Suite 1800
Denver, CO 80202

Imago Enterprises
140 Palmer Drive
Fort Collins, CO 80525

Town of Windsor
301 Walnut Street
Windsor, CO 80550

Raindance Aquatic Investments
1625 Pelican Lakes Point, Suite 201
Windsor, CO 80550