

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
FIVE (5) ADDITIONAL HORIZONTAL WELLS
IN AN APPROXIMATE 640-ACRE DRILLING
AND SPACING UNIT LOCATED IN SECTION
16, 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 five (5) additional horizontal wells, for a total of twelve (12) horizontal wells, in the following-described approximate 640-acre drilling and spacing unit:

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

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 the right to operate in the Application Lands.
3. On April 27, 1988, 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 Cretaceous Age Formations from the base of the Dakota Formation to the surface. Rule 318A. supersedes all prior Commission drilling and spacing orders affecting well location and density requirements of Greater Wattenberg Area wells. On December 5, 2005, Rule 318A was amended, among other things, 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, among other things, to address drilling of horizontal wells.
4. On January 7, 2013, the Commission entered Order No. 407-741 which, among other things, established an approximate 640-acre drilling and spacing unit for certain described lands including the Application Lands and approved a total of seven (7) horizontal wells to be located within the unit for the production of oil, gas and associated hydrocarbons from the Codell-Niobrara Formations.

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

6. Applicant requests five (5) additional horizontal wells, 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.

7. 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 proposed the surface location on leasehold with an executed Surface Use Agreement.

8. 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.

9. Applicant asserts that additional five (5) horizontal 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.

10. 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 five (5) 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 20, 2013

Respectfully submitted:

GREAT WESTERN OPERATING 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 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)

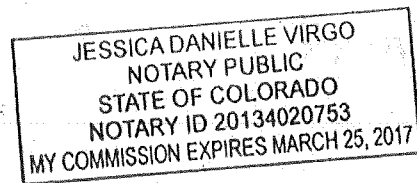
K. Wade Pollard, of lawful age, being first duly sworn upon oath, deposes and says that he is the Land Manager for Great Western Operating Company, LLC and that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge, information and belief.

K. Wade Pollard #
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

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
211 Saratoga Dr
Windsor CO 80550

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
125 Chimney Park Dr
Windsor CO 80550

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
4125 W Noble Ave Ste 381
Visalia CA 93277

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

Ocean Blue, LLC
406 Main St

Windsor CO 80550

Manweiler and Hess, LLC
10625 CR 72
Windsor CO 80550

Norlarco Credit Union
PO Box 528
Ft Collins CO 80522

Golden Delany, LLC
201 Cattail Bay
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.
C/O Windsor Old Town Rentals
914 Walnut St
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
612 Main St
Windsor CO 80550

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

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

MAPA Investments, LLC
354 North Shore Cir
Windsor CO 80550

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,
PO Box 190
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
219 N Overland Tr
Ft Collins CO 80521-1417

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
129 N 6th St
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
18 Main Street
Windsor, CO 80550

US Fuel and Food Corporation
1315 N Cleveland Ave
Loveland CO 80537

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

Anthony D. Reichenbach
4172 Irving St
Denver CO 80211

Kathleen Jones
601 Locust Street
Windsor, CO 80550

Douglas E. Morey and Tracey L. Morey
124 Main St
Windsor CO 80550

John Jostad and Dinsmore Tuttle
101 Ash St
Windsor CO 80550

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
1221 Crescent Dr
Windsor CO 80550

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

David Bauer
Weld County
1111 H Street
Greeley, CO 80632

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

Tom Schreiner, Energy Liaison
Colorado Parks and Wildlife
Northeast Regional Office
6060 Broadway
Denver, CO 80216

Energy and Exploration Partners, LLC
c/o Northwest Registered Agent, LLC
1942 Broadway Street, Suite 314C
Boulder CO 80302

Surface Owner (Courtesy Notice Only)
Brenniman Farms, LLC
301 East Chestnut
Windsor, CO 80550

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AFFIDAVIT OF MAILING

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 Operating Company, LLC, that on or before June 7, 2013, 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 to the Application.

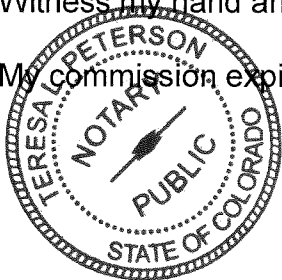



Jamie L. Jost

Subscribed and sworn to before me May 30, 2013.

Witness my hand and official seal.

My commission expires: 10-04-13.




Notary Public