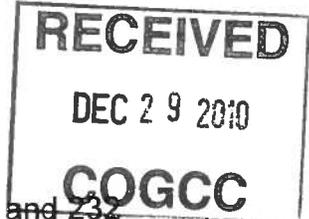




BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO



IN THE MATTER OF THE APPLICATION OF)
GREAT WESTERN OIL AND GAS COMPANY)
LLC FOR AN ORDER ESTABLISHING A)
SPACING UNIT AND POOLING CERTAIN)
INTERESTS FOR THE PRODUCTION OF OIL)
AND GAS FROM THE J SAND, CODELL AND)
NIOBRARA FORMATIONS UNDERLYING)
CERTAIN LANDS IN WELD COUNTY, CO)

CAUSE NO. 407 and 232
DOCKET NO. 1101-UP-02

REQUEST FOR APPROVAL OF APPLICATION UNDER RULE 511.b

1. In its Verified Application filed on October 7, 2010, Great Western Oil and Gas Company, LLC ("Great Western") petitioned the Colorado Oil and Gas Conservation Commission (the "Commission") for an order establishing an 160-acre spacing unit for production from the J Sand, Codell and Niobrara Formations, and pooling all interests therein, in the NW1/4 of Section 31, Township 7 North, Range 65 West, 6th P.M., Weld County Colorado ("Section 31" hereinafter).

2. Colorado Revised Statute §34-60-116(4) authorizes the Commission to establish drilling units in order to prevent or assist in preventing waste, avoid the drilling of unnecessary wells, and/or protect correlative rights, and to pool all interests therein.

3. On April 27, 1998, the Commission adopted Rule 318A which, among other things, allowed the drilling of a well within an 800' foot window in the center of the NW1/4 of said Section 31 for commingled production from the Cretaceous Age Formations from the base of the Dakota Formation to the surface, and authorized an operator to designate and/or seek from the Commission an order to establish an alternative drilling and spacing unit of approximately 160-acres for production from such well. The Application Lands are subject to this Rule for the J Sand, Codell and Niobrara Formations.

4. By application of Rule 318A, the Commission has necessarily found that a 160-acre drilling unit is not less than the maximum area than can be efficiently, economically and effectively drained by a single well producing oil, gas and associated hydrocarbons from the Codell, Niobrara and J Sand Formations underlying the NW¼ of Section 31.

5. The Application further seeks an order pooling all non-consenting interests in the NW1/4 of Section 31 with respect to production of the J Sand, Codell and/or Niobrara formations from the Gustafson #31-52 well to be located in the center of the NW1/4.

6. The date set for protests of this Application was December 30, 2010. To the best of Great Western's knowledge and/or belief, no protests have been or will be filed, and the Application will therefore be uncontested.

7. The Written Testimony of Royce H. Allen, the Land Manager of Great Western, is submitted with this Request. That testimony establishes that:

31. A. Great Western owns an oil and gas leasehold interest in the NW/14 of Section 31.

B. Great Western has obtained a permit for and desires to drill the Gustafson #31-52 well to be located within an 800' square in the center of the NW1/4 of Section 31, to the Codell and/or Niobrara Formations.

D. In its Application for Permit-to-Drill for this well, Great Western has designated the NW1/4 of the Application Lands as the drilling and spacing unit for the Codell and Niobrara Formations.

E. The proposed unit contains numerous residential lots within the Arrowhead and North Side Subdivisions of the Town of Eaton. Great Western has sent a proposed lease to, and attempted to negotiate an oil and gas lease with, the unleased mineral owners listed on **Exhibit A** to the Application, covering their unleased oil and gas rights in the NW1/4. The terms of the leases offered are reasonable and no less favorable than those prevailing in the area at this time

F. Great Western has also sent a proposed Authorization for Expenditure to such unleased mineral owners, giving them the opportunity to participate in the drilling of the proposed wells.

G. As of the date of this Request such unleased mineral owners have failed to agree to lease their interests in the NW1/4, or to bear their share of the costs of drilling and completing the proposed wells.

H. An Order of the Commission pooling all interests in the NW1/4 for production from the Gustafson #31-52 well is necessary in order to afford each owner of an interest therein the opportunity to recover and receive its just and equitable share of the oil and/or gas from the common source of supply underlying the NW1/4 of Section 31.

8. The establishment of the requested unit, and the pooling of all non-consenting interests, will prevent or assist in preventing waste by assuring that all potential locations may be drilled without prejudice to the rights of other leasehold or mineral owners, and ensuring that the pool as a whole may be efficiently and economically developed.

9. The establishment of such unit and the pooling of all non-consenting interests in the proposed unit will protect the correlative rights of both leasehold and mineral owners.

10. Great Western agrees to be bound by an oral order of the Commission.

WHEREFORE, the Applicant, Great Western Oil and Gas Company, LLC, respectfully submits that its Application is supported and should be considered by the Director and Commission pursuant to Rule 511.b, based on the merits of the Verified Application and the testimony submitted with this Request.

RESPECTFULLY SUBMITTED this 29th day of December, 2010.

LOHF SHAIMAN JACOBS HYMAN & FEIGER PC

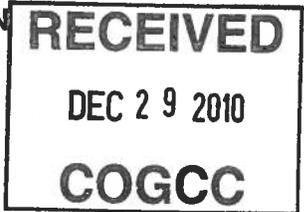
By: 

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STATEMENT OF FACTS OF ROYCE H. ALLEN

The undersigned, Royce H. Allen, hereby affirms that the testimony set forth below is true and correct to the best of his knowledge and belief:

1. I am Land Manager of Great Western Oil and Gas Company, LLC ("Great Western") and maintain my office at 1700 Broadway, Suite 650, Denver, Colorado 80290.

2. I have reviewed the Application of Great Western in this matter and am familiar with the facts set forth and the relief requested therein. I believe the facts set forth therein continue to be true and correct.

3. Great Western owns an oil and gas leasehold interest in the NW1/4 of Section 31 Township 7 North, Range 65 West, 6th P.M., Weld County, Colorado ("Section 31" hereinafter).

4. Great Western has obtained a permit for and desires to drill the Gustafson #31-52 Well in the NW1/4 of Section 31 (API#05-123-25565), to the Codell and/or Niobrara Formations. In its Application for Permit-to-Drill for this well, Great Western has designated the NW1/4 of the Application Lands as the alternative drilling and spacing unit for production in this well from the Codell and Niobrara Formations.

5. The proposed unit contains numerous residential lots within the Arrowhead and North Side Subdivisions of the Town of Eaton. Great Western has sent a proposed oil and gas lease to, and attempted to negotiate a lease with, the unleased mineral owners listed on **Exhibit A** to the Application, covering their unleased oil and gas rights in the NW1/4 of Section 31. The terms of the leases offered are reasonable and no less favorable than those prevailing in the area at this time.

6. Great Western has also sent a proposed Authorization for Expenditure to such unleased mineral owners, giving them the opportunity to participate in the drilling of the proposed well.

7. Such unleased mineral owners have failed to agree to lease their interests in the NW1/4 of Section 31, or to bear their share of the costs of drilling and completing the proposed well.

8. An Order of the Commission pooling all interests in the NW1/4 for production from the Gustafson #31-52 well is necessary in order to afford each owner of an interest therein the opportunity

