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Denver, CO 80290  
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2005 Howard Smith  
Avenue East  
Windsor, CO 80550  
Tel: 970.686.8831  
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**Great Western**  
OIL & GAS COMPANY  
LOCATION WAIVER

October 24<sup>th</sup>, 2012

Tailholt Resources, LLC.  
303 Harmony Road, Suite 400  
Fort Collins, Colorado 80528

Re: Request for Exception to Rule 318 A(a)

Tailholt FD #11-35HC 239' FNL and 452' FWL  
Tailholt FD #11-25HN 239' FNL and 422' FWL  
Tailholt FD #11-2D 2,196' FNL and 2,538' FWL  
Tailholt FD #11-6D 2,209' FNL and 2,532' FWL  
Tailholt FD #11-28D 2,223' FNL and 2,526' FWL  
Tailholt FD #11-3D 2,237' FNL and 2,520' FWL  
Tailholt FD #11-10D 2,251' FNL and 2,514' FWL  
Tailholt FD #11-13D 2,264' FNL and 2,508' FWL  
Tailholt FD #11-17D 2,278' FNL and 2,502' FWL

Township 6 North, Range 67 West, 6<sup>th</sup> P.M.  
Section 11: Part of N/2 and SW/4  
Weld County, Colorado

Dear Tailholt Resources, LLC.:

Great Western Oil and Gas Company ("GWOG") plans to drill the above oil and gas wells from the above described surface location.

Rule 318A(a) of the Colorado Oil and Gas Conservation Commission ("COGCC") Rules and Regulations requiring that the wells drilled in a square with sides four hundred (400) feet in length, the center of which is the center of any quarter/quarter or a square with sides eight hundred (800) feet in length, the center of which is the center of the quarter section.

Please waive this requirement showing your approval of the new wells being drilled at the location referenced above.

  
Gary P. Steele  
Great Western Oil and Gas Company, LLC

Stanley K. Everitt

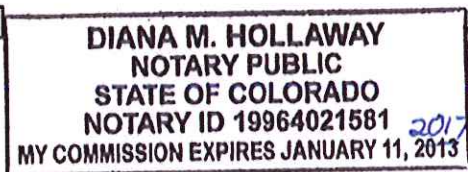
Date: October 25, 2012

STATE OF COLORADO }  
COUNTY OF WELD } ss. *Lawner*

This foregoing instrument was acknowledged before me this 25<sup>th</sup> day of October, 2012, by Stanley K. Everitt, to me that he duly executed the same as his free and voluntary act and deed for the purposes therein set forth.

Witness my hand and notarial seal.

[SEAL]



Diana M Holloway

My commission Expires: 1-11-17

RETURN TO:  
Great Western Oil and Gas Company  
2005 Howard Smith Avenue East  
Windsor, CO 80550