



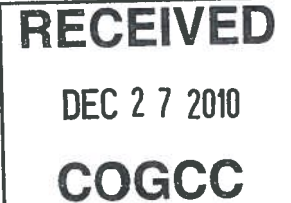
BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

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 CODELL AND)
NIOBRARA FORMATIONS UNDERLYING)
CERTAIN LANDS IN WELD COUNTY,)
COLORADO)

ORIGINAL

CAUSE NO. 407

DOCKET NO. 1010-UP-58



REQUEST FOR APPROVAL OF APPLICATION UNDER RULE 511.b

1. In its Verified Application filed on September 1, 2010, Great Western Oil and Gas Company, LLC ("Great Western") petitioned the Colorado Oil and Gas Conservation Commission (the "Commission") for an order establishing a 160-acre drilling and spacing unit consisting of the SW1/4 of Section 2, Township 4 North, Range 67 West of the 6th P.M. ("Section 2" and the "SW/4" hereinafter), for production from the Codell and Niobrara formations in the Coulson 2-53 Well, to be drilled to the center of the SW1/4 pursuant to Commission Rule 318A(a)(4)(B).

2. Pursuant to Commission Orders No. 407-1, 407-10 and 407-87, the W1/2 and E1/2 of the SW1/4 have already been established as 80 acre drilling and spacing units for production of oil and gas from the Codell and Niobrara formations in wells located near the center of each 40-acre tract.

3. The Application further seeks an order pooling non-consenting owners in the three spacing units: (A) a 160-acre unit composed of the SW1/4 for the proposed Coulson 2-53 Well; (B) an 80-acre unit composed of the W1/2SW1/4 with respect to production from the proposed Coulson 2-13 and Coulson 2-14 wells; and, (C) an 80-acre unit composed of the E1/2SW1/4 with respect to production from the proposed Coulson 2-23 and Coufal 2-24 wells.

4. The date set for protests of this Application was October 6, 2010. The only protest received was that of Colorado Community Bank. An oil and gas lease has since been entered into with the Bank, and its protest has been or will be withdrawn. The Application is therefore uncontested.

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

A. Great Western owns an oil and gas leasehold interest in the SW1/4 of Section 2.

B. The records of the Commission indicate, and to the best of applicant's knowledge, no wells were drilled to the SW1/4 of Section 2 at the time of Application filing.

C. Great Western has obtained permits for and desires to drill the Coulson 2-53 Well in the SW1/4, the Coulson 2-13 and 2-14 Wells in the W1/2SW1/4 and the Coulson 2-23 and 2024 Wells in the E1/2SW1/4 of Section 2 all to the Codell and/or Niobrara Formations.

D. Great Western sent a proposed AFE to Connie Greenwald, a leasehold interest owner in the SW1/4, to her last known address shown in the public land records of Weld County, giving her the opportunity to participate in the drilling of the proposed wells. Ms. Greenwald has not responded to Great Western's offer. Efforts to locate Ms. Greenwald have also been made, including the use of five online databases, but such efforts have been unsuccessful.

E. The establishment of such a unit and pooling of interests therein for production from the Codell and Niobrara formations 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.

6. Commission Rule 318A provides that a well may be drilled and production commingled from formations, including the Codell and Niobrara formations, when the bottom-hole location of such well is within a square with sides of 800 feet, in the center of the SW1/4. At subsection (a)(4)(B), the Rule provides that with respect to such a well, Great Western may apply to the Commission to establish an alternate spacing unit for the well.

7. Testimony before the Commission has previously established that 160-acre drilling units are 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 and Niobrara formations underlying said SW1/4. Great Western requests that the Commission take administrative notice of such testimony and incorporate it by reference herein.

8. 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.

9. The establishment of the requested unit, and the pooling of all non-consenting interests in the three units, 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.

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

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

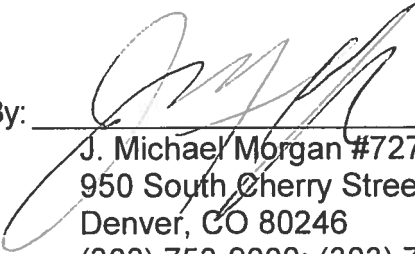
WHEREFORE, the Applicant, Great Western Oil and Gas Company, LLC, respectfully submits that its Application is supported and should be considered by the Director and

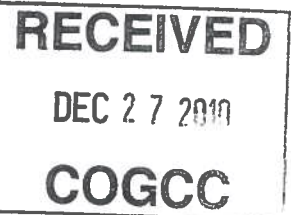
Commission pursuant to Rule 511.b, based on the merits of the Verified Application and the testimony submitted with this Request.

RESPECTFULLY SUBMITTED this 23rd 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 are true and correct.

3. Great Western owns oil and gas leasehold interests in the SW1/4 of Section 2, Township 4 North, Range 67 West of the 6th P.M., Weld County, Colorado ("Section 2" and the "SW/4" hereinafter).

4. Great Western has obtained permits for and desires to drill the Coulson 2-53 Well in the "five-spot" location in the SW1/4, the Coulson 2-13 and 2-14 Wells in the W1/2SW1/4 and the Coulson 2-23 and 2024 Wells in the E1/2SW1/4 of Section 2, all to the Codell and/or Niobrara Formations.

5. Great Western has sent a proposed AFE to Connie Greenwald, a leasehold interest owner in the SW1/4, to her last known address shown in the public land records of Weld County, giving her the opportunity to participate in the drilling of the proposed wells. Ms. Greenwald has not responded to Great Western's offer. Efforts to locate Ms Greenwald at other addresses have also been made, including the use of using five online databases.

6. I believe the establishment of the requested drilling and spacing unit, and the pooling of all non-consenting interest owners in the SW1/4 of Section 2, 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.

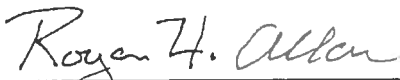
7. I further believe the establishment of the requested unit will protect the correlative rights of both leasehold and mineral owners.

8. To the best of my knowledge after reasonable investigation, Great Western has received no unresolved protests, either written or oral, to the pending application. The one protest received has been resolved by execution of an oil and gas lease.

STATE OF COLORADO)
) ss.
COUNTY OF WELD)

The undersigned, of lawful age, having been first sworn upon his oath, deposes and states that he has read the foregoing Statement of Facts, is familiar with the facts set forth therein, and states that said facts are true and correct to the best of his knowledge and belief.

RESPECTFULLY SUBMITTED this 22nd day of December, 2010.



Royce H. Allen