

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

IN THE MATTER OF THE APPLICATION OF)
BAYSWATER EXPLORATION & PRODUCTION,)
LLC FOR AN ORDER POOLING ALL)
INTERESTS IN THE NIOBRARA FORMATION)
IN A 160-ACRE WELLBORE SPACING UNIT)
LOCATED IN SECTION 28, TOWNSHIP 7)
NORTH, RANGE 64 WEST, 6TH P.M.,)
WATTENBERG FIELD, WELD COUNTY,)
COLORADO.)

Cause No. _____

Docket No. 1503XXXXX

Type: POOLING

APPLICATION

Bayswater Exploration & Production, LLC ("Bayswater" or "Applicant"), Operator No. 10261, by and through its attorneys, Welborn Sullivan Meck & Tooley, P.C., respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission" or "COGCC") for an order pooling all interests in an approximate 160-acre wellbore spacing unit for the W½E½ of Section 28, Township 7 North, Range 64 West, 6th P.M., Weld County, Colorado for the development and production from the Niobrara Formation. In support thereof, the Applicant states as follows:

1. Applicant is a limited liability company duly authorized to conduct business in the State of Colorado.
2. Applicant owns a leasehold interest in the following lands ("Application Lands"):

Township 7 North, Range 64 West, 6th P.M.
Section 28: W½E½

Weld County, Colorado.

A reference map of the Application Lands is attached hereto.

3. Rule 318A.a.(4)D. provides, in relevant part, that where a drilling and spacing unit does not exist for a horizontal well, the horizontal wellbore spacing unit shall be comprised of the governmental quarter-quarter sections in which the wellbore lateral penetrates the productive formation as well as any governmental quarter-quarter sections that are located less than four hundred sixty (460) feet from the portion of the wellbore lateral that penetrates the productive zone regardless of section or quarter section lines. Rule 318A.a.(4)D. further provides that a horizontal wellbore spacing unit may overlap portions of another horizontal wellbore spacing unit or other wellbore spacing unit designated in accordance with subsection a.(4)C.

4. Applicant drilled the Mojack J-28HN well (API# 05-123-39824) and the Mojack K-28HN well (API#05-123-39855), both spud on or about October 25, 2014. The above-described horizontal wells are designed to test and produce gas and associated hydrocarbons from the Niobrara Formation underlying the Application Lands.

5. Pursuant to the relevant provisions of Section 34-60-116(6) & (7), C.R.S., and COGCC Rule 530, Applicant seeks an order pooling all interests in the Application Lands for the development and operation of the Niobrara Formation.

6. Applicant certifies that, at least 35 days prior to the date of the scheduled protest deadline for this Application, each owner which Applicant was able to locate, not already leased or voluntarily pooled, will be provided with well proposals and information required by Rule 530 and tendered a reasonable offer to lease (if an unleased mineral owner), or participate and bear costs associated with the drilling and completion of the Mojack J-28HN and Mojack K-28HN wells.

7. Applicant requests that a pooling order be entered as a result of this Application and that it be made effective as of the earlier of the date of this Application, or the date costs specified in Section 34-60-116(7)(b)(II), C.R.S., are first incurred for the drilling of the Mojack J-28HN and Mojack K-28HN wells.

8. The granting of this Application would be in accord with the Oil and Gas Conservation Act, found at Section 34-60-101, *et seq.*, C.R.S., and Commission rules.

9. The names and addresses of the interested parties (persons who own an interest in the mineral estate of the tracts to be pooled, except owners of overriding royalty interest) are attached hereto and marked Exhibit A. Applicant certifies that copies of this Application will be served on all locatable interested parties within seven (7) days of the date hereof, as required by Commission Rule 507.b(2), and that at least thirty-five (35) days prior to the date of the scheduled protest deadline for this Application, each such owner not already leased or voluntarily pooled will be offered the opportunity to lease, or to participate in the drilling of the respective wells, and will be provided with the information required by Rule 530.

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

A. Pooling all interests in the Application Lands for the development and operation of the Niobrara Formation.

B. Providing that the pooling order is made effective as of the date of this Application, or the date that the costs specified in Section 34-60-116(7)(b)(II), C.R.S., are first incurred for the drilling of the Mojack J-28HN and Mojack K-28HN wells on the Application Lands, whichever is earlier.

C. Providing that the interests of any owners, with whom the Applicant has been unable to secure a lease or other agreement to participate in the drilling of the authorized wells,

are pooled by operation of statute, pursuant to Section 34-60-116(7), C.R.S., and made subject to the cost recovery provisions thereof.

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

Dated this 22nd day of December, 2014

Respectfully submitted,

WELBORN SULLIVAN MECK & TOOLEY, P.C.

By: 

Joseph C. Pierzchala
Chelsey J. Russell
Welborn Sullivan Meck & Tooley, P.C.
Attorneys for Applicant
1125 - 17th Street, Suite 2200
Denver, CO 80202
303-830-2500
jpierzchala@wsmtlaw.com
crussell@wsmtlaw.com

Applicant's Address:

730 Seventeenth Street, Suite 610
Denver, CO 80202
Attn: Blake Leavitt, DJ Basin Landman
Phone: 303-893-2503

VERIFICATION

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

Blake Leavitt, DJ Basin Landman with Bayswater Exploration & Production, LLC, upon oath deposes and says that he has read the foregoing Application and that the statements contained therein are true to the best of his knowledge, information and belief.

BAYSWATER EXPLORATION &
PRODUCTION, LLC



Blake Leavitt, DJ Basin Landman

Subscribed and sworn to before me this 19 day of December, 2014 by Blake Leavitt, DJ Basin Landman for Bayswater Exploration & Production, LLC.

Witness my hand and official seal.





Notary Public
My Commission Expires: 3/27/2016

Exhibit A

W½E½ SECTION 28-T7N-R64W

MOJACK J-28HN AND K-28HN WELLS

160.01 ACRES, MORE OR LESS

<u>UNLEASED MINERAL OWNERS:</u>	<u>LOCATION OF TRACT</u>
OMB Royalties II, LLC 410 17 th Street, Suite 1150 Denver, CO 80202	NE/4 SECTION 28
BOB MCDONALD 90360 Shadows Drive Springfield, Oregon 97478	NE/4 SECTION 28
RICK MCDONALD 90360 Shadows Drive Springfield, Oregon 97478	NE/4 SECTION 28
NOLA KARI 90360 Shadows Drive Springfield, Oregon 97478	NE/4 SECTION 28

<u>LEASED MINERAL OWNERS:</u>	
Weld County, Colorado P.O. Box 758 Greeley, CO 80631	Wallace Roy MacKenzie 20188 Klyne Street Corona, CA 92881
Donna MacKenzie Williams Fountainhead Blvd #C Grand Junction, CO 81505	Linda Pfannenstiel 13931 East Marina Drive, Unit 602 Aurora, CO 80014
Beverly A. Schell and Donald J. Schell 2505 17 th Ave. Greeley, CO 80631	La Verle Londen 5608 West Yucca Street Glendale, AZ 85304
Lois Steiner 5107 Shady Dell Trail Knoxville, TN 37914	John Foster 16 Grassmere Horley, UK RH6 9UG

James Foster
5925 Taylor Draper Cove
Austin, TX 78759

Jennifer Foster
7501 Creston Lane
Austin, TX 78752

Cary A. Kincade
525 Jefferson St.
Pueblo, CO 81004

Charles Dewey Warren
2405 Baystone Court
Colorado Springs, CO 80921

Robbie Mae Warren
2319 West 18th Street
Greeley, CO 80634

Bessie M. Dewey
1326 Country Club Road
Fort Collins, CO 80524

Fred James Warren
4271 King Street
Denver, CO 80211

Laura Lee (Carney) Elliott
619 South Patterson Ave.
Springfield, MO 65802

James Dean Carney
9242 Grey Cliff Drive
Germantown, TN 38139

Michael E. Potter
5705 Westbound 40 Highway
Blue Springs, MO 64015

Martha Brown Crouch
115 Northview Placwe
Windsor, MO 65360

Raymond G. Dewey, Jr.
1011 Cottonwood Place NW
Albuquerque, NM 87107

David E. Dewey
P.O. Box 126
Kersey, CO 80644

Mojack Interests, LLLP
Monte C. Faulk
38375 CR 55
Eaton, CO 80615

Richard Hime
5 Briargate Place
Pueblo, CO 81001

Linda A. Mitchell
719 Paseo Dorado
Pueblo West, CO 81007

Helen L. Cook
2124 Kechter Road
Fort Collins, CO 80528

Leland L. McDonald
431 Topeka Avenue
Leavenworth, KS 66048

Mary Gayle McDonald
2228 Dunbar Court
Longmont, CO 80501

Terry J. McDonald
83100 Bradford Road
Creswell, OR 97426

Lori McDonald Petersen
2920 45th Avenue
Greeley, CO 80634

Randy McDonald
3102 17th Avenue #3
Greeley, CO 80631

Ted McDonald
851 W. Mulberry Street
Louisville, CO 80027

Darene (Maloit) Wisecup
3634 Coffee Lane
Santa Rosa, CA 95403

Paula J. Mitchell
325 Brentwood
Pueblo, CO 81008

Bert L. Dewey
230 Cheyenne
Eaton, CO 80615

Tim McDonald
4554 Ivy Street
Springfield, OR 97478

Vicky Mangan
5286 S. Jamaica Way
Englewood, CO 80111

JLW Investment, LLC
351 Glencoe Street
Denver, CO 80220

NG Resources, LLC
9896 Clairton Way
Highlands Ranch, CO 80126

Old West Tours
110 E. Center Street
PMB 1989
Madison, SD 57042-2908

Ronald Rich, Kevin Rich and Amy Rich
28050 CR 53
Eaton, CO 80615

Nancy Kern
P.O. Box 496
Gilcrest, CO 80623

WORKING INTEREST OWNERS:

Bayswater Blenheim Holdings, LLC
Bayswater Exploration & Production, LLC
730 17th Street Street, Suite 610
Denver, CO 80202

Lincoln Energy LLC
P.O. Box 6975
Denver, CO 80206

WYOTEX Oil Company
Box 280969
Lakewood, CO 80228-0969

Dios Del Mar Petroleum, LLC
P.O. Box 621128
Littleton, CO 80162

Malu Lani Oil & Gas Company, Inc.
P.O. Box 621128
Littleton, CO 80162

Green Oil Energy, LLC
245 East 54th Street, Suite 5M
New York, NY 10022

Aluma Energy, LLC
245 East 54th Street, Suite 5M
New York, NY 10022

Shoreline Energy Holdings II, Inc.
500, 500 – 4th Avenue S.W.
Calgary, Alberta Canada T2P 2V6

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AFFIDAVIT OF MAILING

STATE OF COLORADO §
CITY AND COUNTY OF DENVER §

I, Joseph C. Pierzchala, of lawful age, and being first duly sworn upon my oath, state and declare:

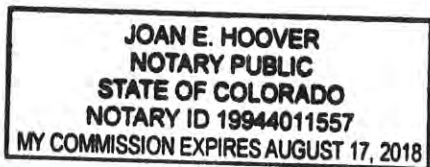
That I am the attorney for Bayswater Exploration & Production, LLC and that on or before December 29, 2014, I caused a copy of the attached Application to be deposited in the United States mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.




Joseph C. Pierzchala

Subscribed and sworn to before me December 22, 2014.

Witness my hand and official seal.

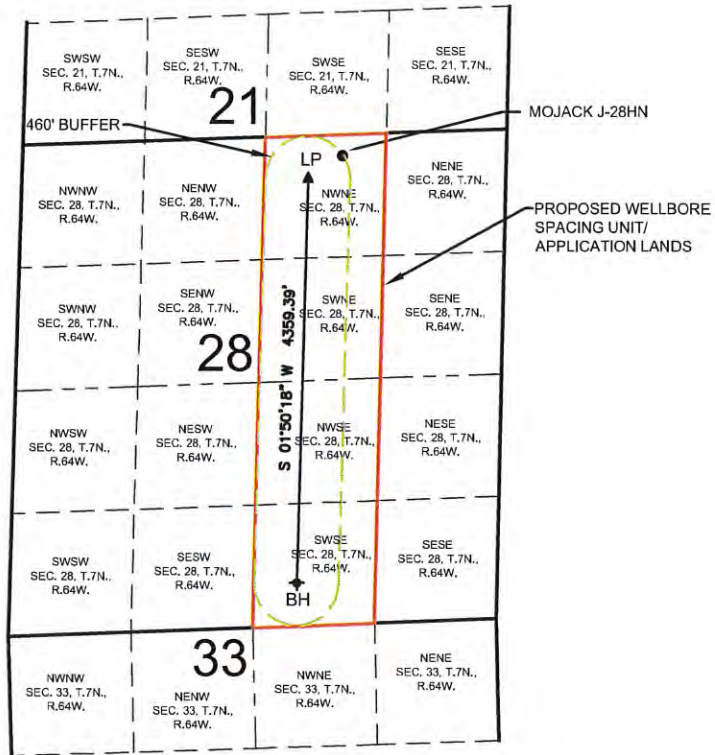




Notary Public
My commission expires: 8/17/2018

PROPOSED SPACING UNIT/APPLICATION LANDS

SECTION 28, TOWNSHIP 7 NORTH, RANGE 64 WEST, 6TH P.M.



WELL **MOJACK J-28HN** TO BE LOCATED 230' FNL AND 1788' FEL, SEC. 28, T7N, R64W

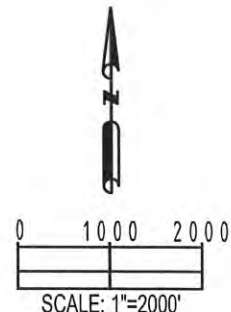
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 NAD83
 LATITUDE= 40.550680°
 LONGITUDE= 104.551627°


LANDING POINT LOCATION
 NAD83
 LATITUDE= 40.550010°
 LONGITUDE= 104.552976°

BOTTOM HOLE LOCATION
 NAD83
 LATITUDE= 40.538054°
 LONGITUDE= 104.553646°

LEGEND

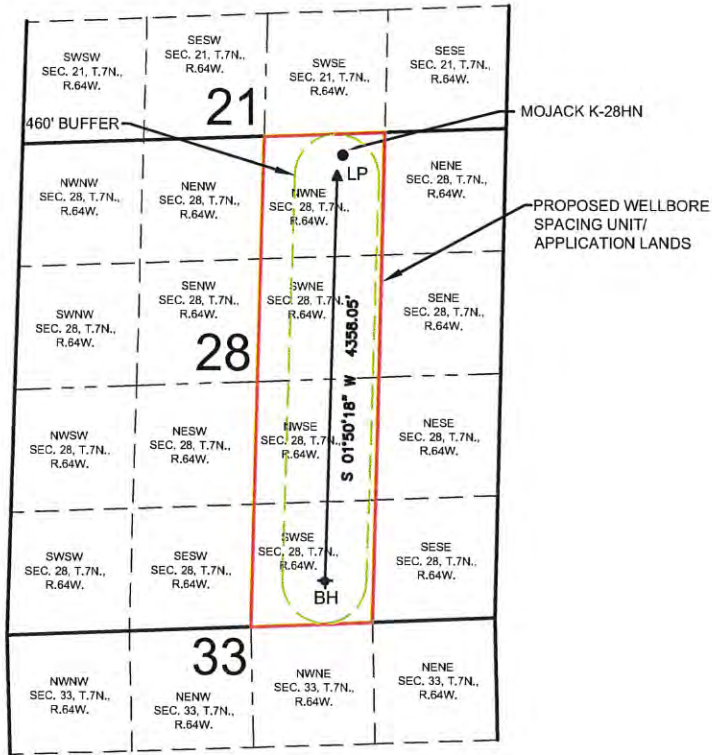
- = PROPOSED WELL LP = LANDING POINT
- ▲ = LANDING POINT BH = BOTTOM HOLE
- ◆ = BOTTOM HOLE



PREPARED BY:  Petroleum Field Services, LLC 7535 Hilltop Circle Denver, CO 80221	FIELD DATE: 02-05-14	SURFACE LOCATION:
	DRAWING DATE: 12-09-14	NW 1/4 NE 1/4, SEC. 28, T7N, R64W, 6TH P.M.
BY: KAD	CHECKED: MDCA	WELD COUNTY, COLORADO

PROPOSED SPACING UNIT/APPLICATION LANDS

SECTION 28, TOWNSHIP 7 NORTH, RANGE 64 WEST, 6TH P.M.



WELL **MOJACK K-28HN** TO BE LOCATED 230' FNL AND 1770' FEL, SEC. 28, T7N, R64W

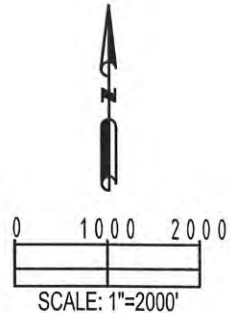
SURFACE LOCATION
 GROUND ELEVATION= 4900'
 NAD83
 LATITUDE= 40.550681°
 LONGITUDE= 104.551562°

LANDING POINT LOCATION
 NAD83
 LATITUDE= 40.550032°
 LONGITUDE= 104.551786°

BOTTOM HOLE LOCATION
 NAD83
 LATITUDE= 40.538080°
 LONGITUDE= 104.552457°

LEGEND

- = PROPOSED WELL LP = LANDING POINT
- ▲ = LANDING POINT BH = BOTTOM HOLE
- ◆ = BOTTOM HOLE



PREPARED BY: Petroleum Field Services, LLC 7535 Hilltop Circle Denver, CO 80221	FIELD DATE: 02-05-14	SURFACE LOCATION: NW 1/4 NE 1/4, SEC. 28, T7N, R64W, 6TH P.M. WELD COUNTY, COLORADO
	DRAWING DATE: 12-09-14	
BY: KAD	CHECKED: MDCA	