

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

IN THE MATTER OF THE AMENDED APPLICATION OF BAYSWATER EXPLORATION & PRODUCTION, LLC FOR AN ORDER POOLING ALL INTERESTS IN THE CODELL AND NIOBRARA FORMATIONS IN A 329.93-ACRE WELLBORE SPACING UNIT LOCATED IN SECTION 12, TOWNSHIP 6 NORTH, RANGE 65 WEST, 6TH P.M., WATTENBERG FIELD, WELD COUNTY, COLORADO.

Cause No. 407
Docket No. 150700457
Type: POOLING

AMENDED 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 Amended 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 329.93-acre wellbore spacing unit for the E1/2W1/2 and W1/2E1/2 of Section 12, Township 6 North, Range 65 West, 6th P.M., Weld County, Colorado for the development and production from the Codell and Niobrara Formations. 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 6 North, Range 65 West, 6th P.M.
Section 12: E1/2W1/2, W1/2E1/2

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 Holton I-12HN well (API# 05-123-39509) and the Holton J-12HC well (API#05-123-39507) (the "Wells"), spud on or about June 16, 2014, and June 16, 2014, respectively. **The Holton I-12HN well is designed to test and produce gas and associated hydrocarbons from the Niobrara Formation underlying the Application Lands. The Holton J-12HC well is designed to test and produce gas and associated hydrocarbons from the Codell 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 **Codell and Niobrara Formations**.

6. Applicant certifies that, at least 35 days prior to the date of the scheduled protest deadline for this **Amended** 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 Wells.

7. Applicant requests that a pooling order be entered as a result of this **Amended** Application and that it be made effective as of the earlier of the date of this **Amended** 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 Wells.

8. The granting of this **Amended** 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 **Amended** 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 **Amended** 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 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 **Codell and Niobrara Formations**.

B. Providing that the pooling order is made effective as of the date of this **Amended** 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 Holton I-12HN and the Holton J-12HC 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 16th day of **July**, 2015

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:

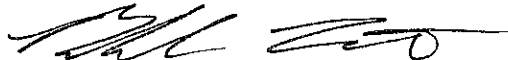
730 Seventeenth Street, Suite 610
Denver, CO 80202
Attn: Blake Leavitt, DJ Basin Landman
Phone: 303-893-2503

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 **Amended** Application and that the statements contained therein are true to the best of his knowledge, information and belief.

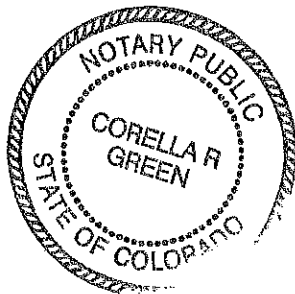
BAYSWATER EXPLORATION &
PRODUCTION, LLC



Blake Leavitt, DJ Basin Landman

Subscribed and sworn to before me this 16th day of **July**, 2015 by Blake Leavitt, DJ Basin Landman for Bayswater Exploration & Production, LLC.

Witness my hand and official seal.





Notary Public
My Commission Expires: 08/20/2017

Exhibit A

**E $\frac{1}{2}$ W $\frac{1}{2}$, W $\frac{1}{2}$ E $\frac{1}{2}$ of SECTION 12-T6N-R65W
HOLTON I-12HN AND HOLTON J-12HC WELLS
329.93 ACRES, MORE OR LESS**

1. UNLEASED OIL AND GAS INTERESTS:

1.2. NON-CONSENTING WI:

EATMON WELL SERVICE COMPANY
PO BOX 70
KIMBALL, NE 69145

JESSE ALBERT SNELSON
1502 LOCHSHIRE ST.
SAN ANTONIO, TX 78216

JOSEPH M CHANDLER FAM TR
C/O MARION POLLARD CHANDLER
264 LAKE RIDGE DRIVE
SEGUIN, TX 78155

LAWRENCE W. SNELSON III
4029 PARKSIDE DRIVE
DALLAS, TX 75209

LEE ANN KOEHLER
1734 DEPAUW AVE
NEW ALBANY, IN 47150

NOBLE ENERGY INC
1625 BROADWAY #2000
DENVER, CO 80202

2. LEASEHOLD OWNERS:

BAYSWATER BLENHEIM HOLDINGS II
730 17TH STREET #610
DENVER, CO 80202
BAYSWATER EXPLORATION & PROD
730 17TH STREET #610
DENVER, CO 80202

PDC ENERGY
1775 SHERMAN STREET #3000
DENVER, 80203

EXTRACTION OIL & GAS LLC
1888 SHERMAN STREET #200
DENVER, CO 80203

MARK REED
1717 TREMONT PLACE
DENVER, CO 80202

FREDERICK OHLEMEIER
P.O. BOX 1032
FREDERICK, CO 80530

WILSON FAMILY 2010 TRUST
1187 COAST VILLAGE RD 1-496
SANTA BARBARA, CA 93108

3. ROYALTY OWNERS:

RAY ANDERSON
23702 WELD COUNTY ROAD 70
EATON, CO 80615

ELLA MAE BROWN
3427 ARROWHEAD
CHEYENNE, WY 82001

MARJORIE A CLARE
4931 DEXTER
CASPER, WY 82609

LEANNA A CLAUNCH
117 W CIELO AVE
RIDGECREST, CA 93555

LYLE E DEWALT
4445 PLUMBERRY RD.
ELY, IA 52227

BETTY J FERRIN
3662 TAFT COURT
WHEAT RIDGE, CO 80033

VINCENT HOLTON
P.O. BOX 359
GALETON, CO 80622

J & L MINERALS RIGHTS LLC
1781 PIONEER PLACE
EATON, CO 80615

DOUGLAS LEE AND LORI SELBY
23605 WELD COUNTY ROAD 70
EATON, CO 80615

EDWARD L & FLORENCE MEISSINGER
1796 ROAD 61
GOODLAND, KS 67735

MARVIN D MEISSINGER
209 PELICAN COVE
WINDSOR, CO 80550

ORDER OF THE HOLY FAMILY
1204 GALISTEO PARKWAY
SANTA FE, NM 87501

SUSAN PETERSON
23603 WELD COUNTY ROAD 70
EATON, CO 80615

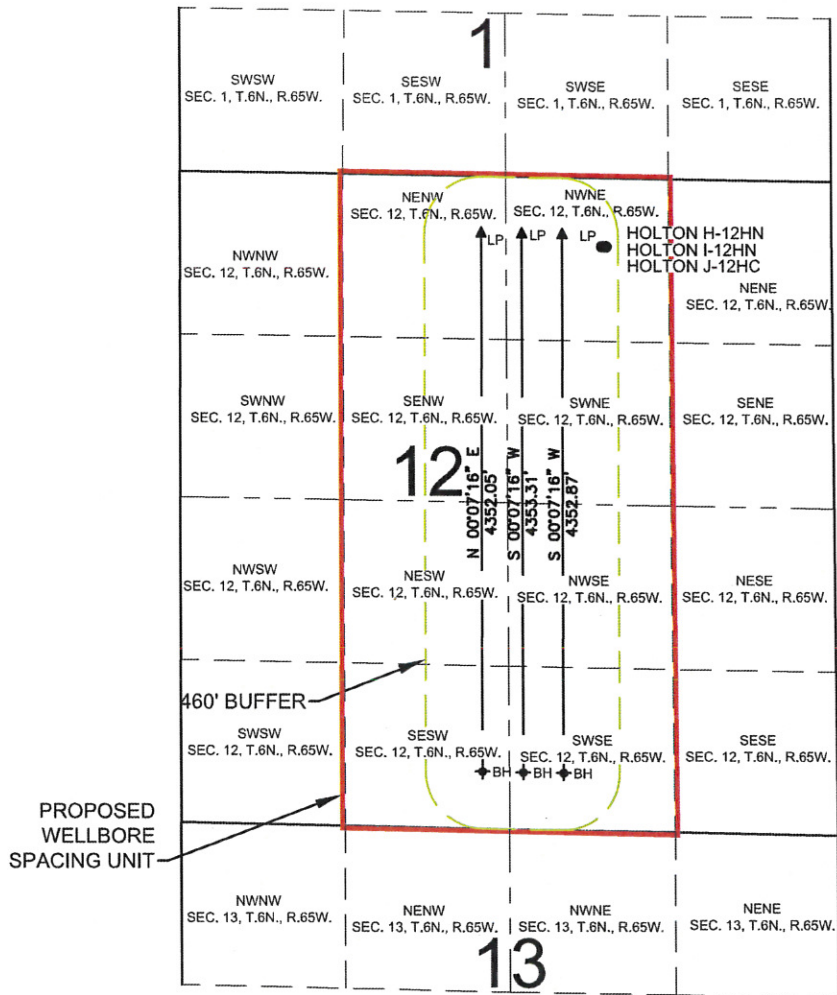
RAE MINERALS, LLC
C/O THOMAS HOLTON
12032 HIGHWAY 52
FORT LUPTON, CO 80621

LAURETTA E RAISLEY
233 42ND AVE
GREELEY, CO 80634

SHARON BONNELL
34974 WCR 51
EATON, CO 80615

PROPOSED 318A.e. WELLBORE SPACING UNIT

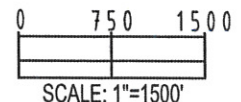
SECTION 12, TOWNSHIP 6 NORTH, RANGE 65 WEST, 6TH P.M.



WELL NAME	SURFACE FOOTAGES		SURFACE LOCATION (NAD83)	LANDING POINT LOCATION (NAD83)	BOTTOM HOLE LOCATION (NAD83)
HOLTON H-12HN	555' FNL	1869' FEL	LATITUDE= 40.506226° LONGITUDE= 104.608357°	LATITUDE= 40.506541° LONGITUDE= 104.611894°	LATITUDE= 40.494596° LONGITUDE= 104.612083°
HOLTON I-12HN	555' FNL	1851' FEL	LATITUDE= 40.506225° LONGITUDE= 104.608292°	LATITUDE= 40.506518° LONGITUDE= 104.610707°	LATITUDE= 40.494569° LONGITUDE= 104.610897°
HOLTON J-12HC	555' FNL	1833' FEL	LATITUDE= 40.506224° LONGITUDE= 104.608228°	LATITUDE= 40.506495° LONGITUDE= 104.609521°	LATITUDE= 40.494548° LONGITUDE= 104.609711°

LEGEND

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



PREPARED BY: PFS Petroleum Field Services, LLC 7535 Hilltop Circle Denver, CO 80221	FIELD DATE: 01-29-14	SURFACE LOCATION: NW 1/4 NE 1/4, SEC. 12, T6N, R65W, 6TH P.M. WELD COUNTY, COLORADO
	DRAWING DATE: 03-04-14	
BY: CLM	CHECKED: MLP	

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LOCATED IN SECTION 12, TOWNSHIP 6)
NORTH, RANGE 65 WEST, 6TH P.M.,)
WATTENBERG FIELD, WELD COUNTY,)
COLORADO.)

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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:

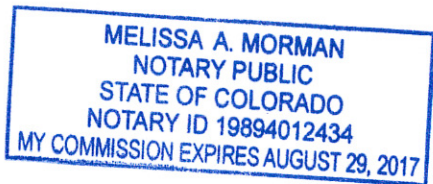
That I am the attorney for Bayswater Exploration & Production, LLC and that on or before **July 21, 2015**, I caused a copy of the attached **Amended** Application to be deposited in the United States mail, postage prepaid, addressed to the parties listed on Exhibit A to the **Amended** Application.




Joseph C. Pierzchala

Subscribed and sworn to before me **July 21, 2015**.

Witness my hand and official seal.





Notary Public
My commission expires: 8/29/2017