

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

IN THE MATTER OF THE APPLICATION OF	)	
BAYSWATER EXPLORATION & PRODUCTION,	)	Cause No. 407
LLC FOR AN ORDER POOLING ALL	)	
INTERESTS IN THE NIOBRARA FORMATION	)	Docket No. 1507 _____
IN A 329.93-ACRE WELLBORE SPACING UNIT	)	
LOCATED IN SECTION 12, TOWNSHIP 6	)	Type: POOLING
NORTH, RANGE 65 WEST, 6TH P.M.,	)	
WATTENBERG FIELD, WELD COUNTY,	)	
COLORADO.	)	

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 329.93-acre wellbore spacing unit for the E½W½ and W½E½ of Section 12, Township 6 North, Range 65 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 6 North, Range 65 West, 6th P.M.  
Section 12: E½W½, 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 Holton I-12HN well (API# 05-123-39509) and the Holton J-12HN well (API#05-123-39507) (the "Wells"), spud on or about June 16, 2014, and June 16, 2014, respectively. 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 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 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 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 Holton I-12HN and the Holton J-12HN 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 21st day of May, 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 Application and that the statements contained therein are true to the best of his knowledge, information and belief.

BAYSWATER EXPLORATION &  
PRODUCTION, LLC

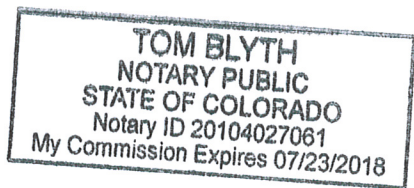


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Blake Leavitt, DJ Basin Landman

Subscribed and sworn to before me this 21<sup>ST</sup> day of May, 2015 by Blake Leavitt, DJ Basin Landman for Bayswater Exploration & Production, LLC.

Witness my hand and official seal.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires: 7/23/18



**Exhibit A**

**E<sup>1</sup>/<sub>2</sub>W<sup>1</sup>/<sub>2</sub>, W<sup>1</sup>/<sub>2</sub>E<sup>1</sup>/<sub>2</sub> of SECTION 12-T6N-R65W**

**HOLTON I-12HN AND HOLTON J-12HN 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

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

LEE ANN KOEHLER  
1734 DEPAUW AVE  
NEW ALBANY, IN 47150

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

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

LAUREL E. & WILLIAM F. SPENCER  
609 CHAUNCEY DRIVE  
SAN ANTONIO, TX 78216-3008

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

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

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

PDC ENERGY  
1775 SHERMAN STREET #3000  
DENVER, 80203

MARK REED  
1717 TREMONT PLACE  
DENVER, CO 80202

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

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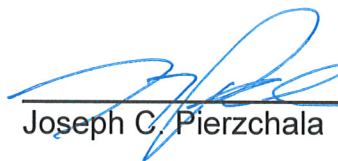
Type: POOLING

AFFIDAVIT OF MAILING

STATE OF COLORADO §  
§  
CITY AND COUNTY OF DENVER §

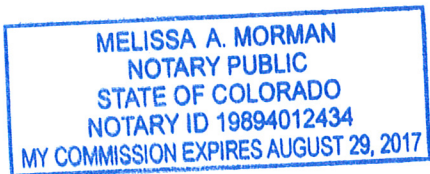
I, Joseph C. Pierzchala, of lawful age, and being first duly sworn upon my oath, state and declare:


That I am the attorney for Bayswater Exploration & Production, LLC and that on or before May 28, 2015, 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 May 21, 2015.

Witness my hand and official seal.

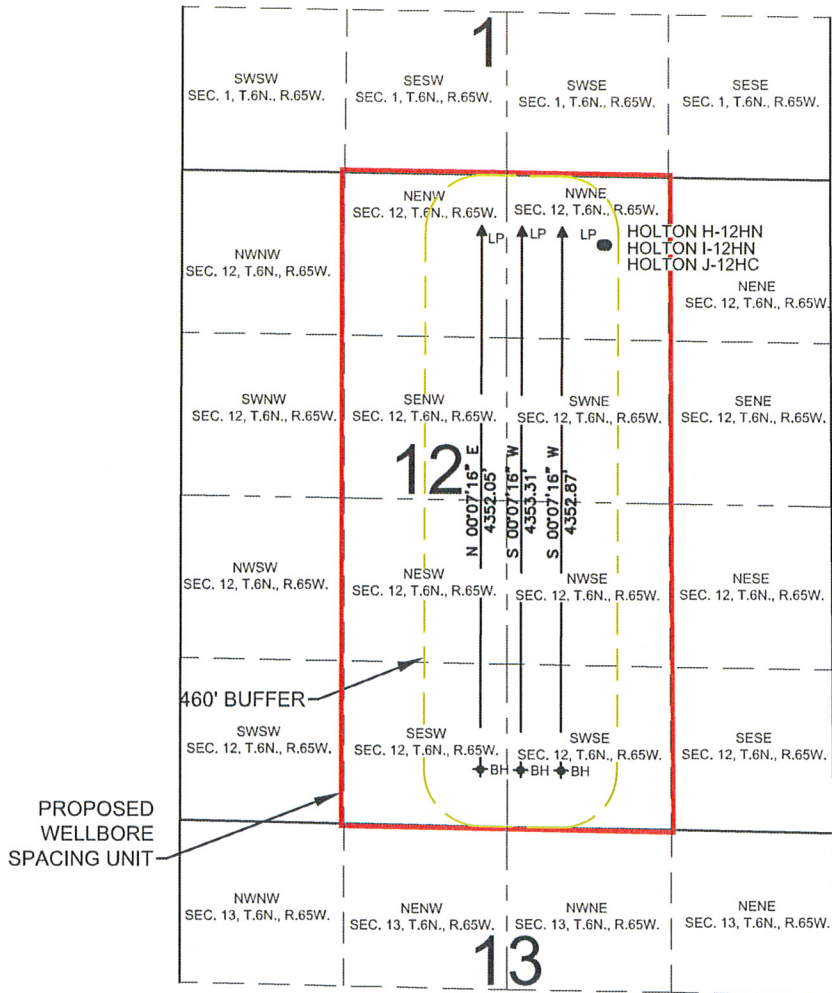


  
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Notary Public  
My commission expires: 8/29/2017



# PROPOSED 318A.e. WELLBORE SPACING UNIT

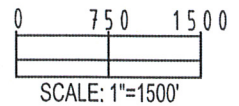
## SECTION 12, TOWNSHIP 6 NORTH, RANGE 65 WEST, 6TH P.M.



WELL NAME	SURFACE FOOTAGES		SURFACE LOCATION (NAD83)	LANDING POINT LOCATION (NAD83)	BOTTOM HOLE LOCATION (NAD83)
	FNL	FEL			
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:  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.
	DRAWING DATE: 03-04-14	BY: CLM    CHECKED: MLP