

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 317.93-ACRE WELLBORE SPACING UNIT)	
LOCATED IN SECTIONS 3 AND 10, TOWNSHIP)	Type: POOLING
6 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 317.93-acre wellbore spacing unit for the S½S½ of Section 3, Township 6 North, Range 65 West, 6th P.M. and the N½N½ of Section 10, 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 3: S½S½

Section 10: N½N½

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 Kaiser A-10HN well (API# 05-123-39604) (the "Well"), spud on or about August 7, 2014. The above-described horizontal well is 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 a well proposal 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 Well.

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 Well.

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 Well, 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 Kaiser A-10HN well 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



Blake Leavitt, DJ Basin Landman

Subscribed and sworn to before me this 21ST 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: 7/23/2018

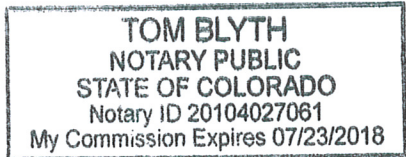


Exhibit A

S¹/₂S¹/₂ of Section 3 and N¹/₂N¹/₂ of SECTION 10-T6N-R65W

KAISER A-10HN WELL

317.93 ACRES, MORE OR LESS

1. UNLEASED OIL AND GAS INTERESTS:

1.2. NON-CONSENTING WI:

JONATHAN M. & SUSAN L. GOLDEN
2211 TINKHAM RD.
AKRON, OH 44313

J.M. GOLDEN NOMINEE
2211 TINKHAM RD.
AKRON, OH 44313

2. LEASEHOLD OWNERS:

BAYSWATER BLENHEIM HOLDINGS
730 17TH STREET #610
DENVER, CO 80202

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

ALPHA ENERGY GROUP
245 E. 54TH ST. SUITE 5M
NEW YORK, NY 10022

ALUMA ENERGY LLC
245 E 54TH ST SUITE 5M
NEW YORK, NY 10022

GREEN OIL ENERGY LLC
245 EAST 54TH STREET #5M
NEW YORK, NY 10022

NOBLE ENERGY INC
PO BOX 731670
DALLAS, TX 75397-1970

NOBLE ENERGY WYCO LLC
1625 BROADWAY #2000
DENVER CO 80202

PDC ENERGY
1775 SHERMAN STREET #3000
DENVER, 80203

PIVOTAL DJ BASIN
300 CRESCENT COURT #200C
DALLAS, TX 75201

SHORELINE ENERGY HOLDINGS II
300, 116-8 AVENUE SW
CALGARY, AB CA T2P 1B3

SWAN ENERGY SWANK B JV
8100 E. MAPLEWOOD AVE.
GREENWOOD VILLIAGE, CO 80111

SWAN EXPLORATION LLC
8100 E MAPLEWOOD AVE #200
GREENWOOD VILLAGE, CO 80111

WOLF POINT EXPLORATION LLC
215 W OAK ST SUITE 900
FORT COLLINS, CO 80521

WYOTEX OIL CO
BOX 280969
LAKEWOOD, CO 80228-0969

3. ROYALTY OWNERS:

ANADARKO LAND CORPORATION
PO BOX 730875
DALLAS, TX 75373-0875

BILL J HALL
32712 VISTA LAKE ROAD
GREELEY, CO 80631

LARRY ANDERSON
253 NARROWS DRIVE
BIRMINGHAM, AL 35242

KATHERINE HAYDEN
3024 CODY AVE
EVANS, CO 80620

TODD J ANDRE
1606 SOUTH 1100 WEST
SYRACUSE, UT 80475

WILLIAM G HAYDEN III
851 BLACK CANYON DRIVE
ESTES PARK, CO 80517

VICTORIA DANIEL BALDWIN
199 RIVER RD
ROXBURY, CT 06783

WILLIAM G HAYDEN IV
1616 DE VE AVE
MODESTO, CA 95350

PHILLIP G BLANDIN
3370 PUNTA ALTA UNIT B
LAGUNA WOODS, CA 92637

GEORGE KENDALL HOOVER
PO BOX 21
ORANGE CITY, IA 51041

CHERYL JEAN CRABBE
23462 WCR 55
KERSEY, CO 80644

HILDA HOOVER
PO BOX 363
LONE JACK, MO 64070

CROP AIR INC
PO BOX 266
EATON, CO 80615

MARIANNE K JOHN
1900 NE PETERS DRIVE
LEES SUMMIT, MO 64086

BILLIE JO ANDRE DEAN
16383 EAST 107TH STREET
COMMERCE CITY, CO 80022

CARROLL K JOHNSON
212 ORCHARD KNOB RD
CLINTON, TN 37716

ARTHUR L. & RENNE A. DEJAGER
8911 BLISS RD.
CHOWCHILLA, CA 93610

ERICK CHARLES JOHNSON
549 LINDEN VIEW DR
FT COLLINS, CO 80524

CAROLYN ANN DORN
778 S WHEELING
AURORA, CO 80012

TINA JOHNSON MACDOWELL
3298 LAKESIDE DR.
HARVEYS LAKE, PA 18618

HENRIETTA KAISER
34533 WCR 45
EATON, CO 80615

FRANCES E KOSKIE
323 HILLS OF TEXAS TRAIL
GEORGETOWN, TX 78633

KRISTINA LECLAIRE WARDLOW
4766 S NELSON ST
LITTLETON, CO 80127

JAMES C MCCREERY
120 MAPLE AVENUE
EATON, CO 80615

PAUL L MCCULLISS
PO BOX 3248
LITTLETON, CO 80161

DAVID L OSBORN
217 W OLIVE STREET
FORT COLLINS, CO 80521

PAMELA ANN CURLEE TRUST
BOX 471420
AURORA, CO 80047

DOUGLAS KURT PARCE
10391 S DEER CREEK RD
LITTLETON, CO 80127

JAMES T SUTTER
1420 TULIP TREE LANE
WEST DES MOINES, IA 50266

JOHN A SUTTER
1170 OSPREY RD
EATON, CO 80615

STEPHEN TAGGART PARCE
445 CODY DR
LAKEWOOD, CO 80226

GEORGE G VAUGHT JR
PO BOX 13557
DENVER, CO 80201

ALBERT L & DOROTHY L WIEDEMAN
1958 45TH AVENUE
GREELEY, CO 80634

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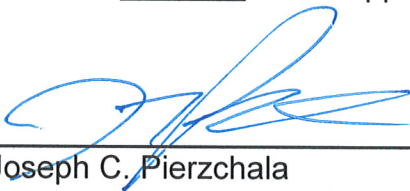
Type: POOLING

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.

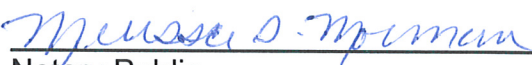


Joseph C. Pierzchala

Subscribed and sworn to before me May 21, 2015.

Witness my hand and official seal.

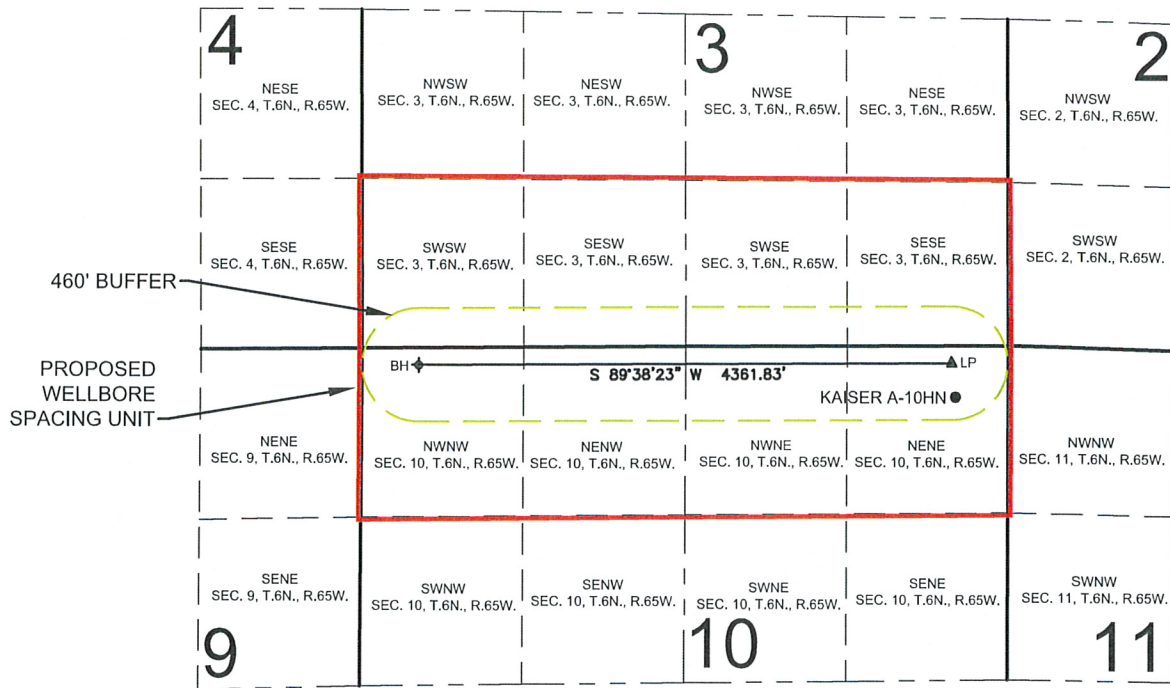
MELISSA A. MORMAN
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 19894012434
MY COMMISSION EXPIRES AUGUST 29, 2017



Notary Public
My commission expires: 8/29/2017

PROPOSED 318A.e. WELLBORE SPACING UNIT

SECTION 3 & 10, TOWNSHIP 6 NORTH, RANGE 65 WEST, 6TH P.M.



WELL **KAISER A-10HN** TO BE LOCATED 413' FNL AND 434' FEL, SEC. 10, T6N, R65W

SURFACE LOCATION

NAD83
 LATITUDE= 40.507362°
 LONGITUDE= 104.641403°

LANDING POINT LOCATION

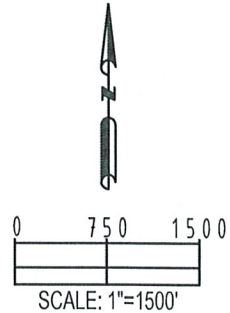
NAD83
 LATITUDE= 40.508112°
 LONGITUDE= 104.641502°


BOTTOM HOLE LOCATION

NAD83
 LATITUDE= 40.508151°
 LONGITUDE= 104.657188°

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: 12-12-13	SURFACE LOCATION: NE 1/4 NE 1/4, SEC. 10, T6N, R65W, 6TH P.M.
	DRAWING DATE: 02-03-14	BY: KAD CHECKED: MLP