

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 TWO 160-ACRE WELLBORE SPACING UNITS AND FOUR 320-ACRE WELLBORE SPACING UNITS LOCATED IN SECTION 25, TOWNSHIP 7 NORTH, RANGE 67 WEST, 6TH P.M., WATTENBERG FIELD, WELD COUNTY, COLORADO.

Cause No. 407
Docket No. 160100050
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 two approximate 160-acre wellbore spacing units for the S1/2N1/2 of Section 25 and four approximate 320-acre wellbore spacing units for the N1/2 and the N1/2S1/2, S1/2N1/2 of Section 25, Township 7 North, Range 67 West, 6th P.M., Weld County, Colorado for the development and production from the Niobrara Formation ("WSU #1", "WSU #2", "WSU #3", and "WSU #6") and Codell Formation ("WSU #4" and "WSU #5"). 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"):

WSU #1 and #2:
Township 7 North, Range 67 West, 6th P.M.
Section 25: S1/2N1/2

WSU #3 and #4
Township 7 North, Range 67 West, 6th P.M.
Section 25: N1/2

WSU #5 and #6
Township 7 North, Range 67 West, 6th P.M.
Section 25: N1/2S1/2, S1/2N1/2

Weld County, Colorado.

Reference maps of the Application Lands are 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. WSU #1 includes the Walton I-25HN well (API# 05-123-41421), which Applicant spud on or about July 15, 2015, and is designed to test and produce oil, gas and associated hydrocarbons from the Niobrara Formation underlying the Application Lands.

5. WSU #2 includes the Walton J-25HN well (API# 05-123-41417), which Applicant spud on or about July 16, 2015, and is designed to test and produce oil, gas and associated hydrocarbons from the Niobrara Formation underlying the Application Lands.

6. WSU #3 includes the Walton G-25HN well (API# 05-123-41413), which Applicant spud on or about July 14, 2015, and is designed to test and produce oil, gas and associated hydrocarbons from the Niobrara Formation underlying the Application Lands.

7. WSU #4 includes the Walton H-25HC well (API# 05-123-41415), which Applicant spud on or about July 15, 2015, and is designed to test and produce oil, gas and associated hydrocarbons from the Codell Formation underlying the Application Lands.

8. WSU #5 includes the Walton K-25HC well (API# 05-123-41423), which Applicant spud on or about July 17, 2015, and is designed to test and produce oil, gas and associated hydrocarbons from the Codell Formation underlying the Application Lands.

9. WSU #6 includes the Walton L-25HN well (API# 05-123-41420), which Applicant spud on or about July 17, 2015, and is designed to test and produce oil, gas and associated hydrocarbons from the Niobrara Formation underlying the Application Lands.

10. 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 for WSU #1, WSU #2, WSU #3 and WSU #6 and for the development and operation of the Codell Formation for WSU #4 and WSU #5.

11. 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 following wells:

Walton I-25HN (WSU #1)
Walton J-25HN (WSU #2)
Walton G-25HN (WSU #3)
Walton H-25HC (WSU #4)
Walton K-25HC (WSU #5)
Walton L-24HN (WSU #6)

(collectively, the "Walton Wells").

12. 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 Walton Wells.

13. 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.

14. 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 in WSU #1, WSU #2, WSU #3 and WSU #6 and for the development and operation of the Codell Formation in WSU #4 and WSU #5.

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 Walton 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 25th day of November, 2015

Respectfully submitted,

WELBORN SULLIVAN MECK & TOOLEY, P.C.

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Joseph C. Pierzchala
Chelsey J. Russell
Welborn Sullivan Meck & Tooley, P.C.
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Denver, CO 80202
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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.


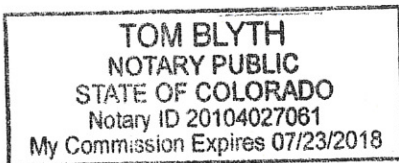
BAYSWATER EXPLORATION &
PRODUCTION, LLC



Blake Leavitt, DJ Basin Landman

Subscribed and sworn to before me this 25th day of November, 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

OWNERSHIP: Walton G-25HN and Walton H-25HC Wells

Township 7 North, Range 67 West

Section 25: N2

Containing 321.65 acres, more or less

1	UNLEASED OWNERS	Street 1	City	State	Zip
	SHAWN H. WARD	1102 CORONA DR.	SEVERANCE	CO	80550
	STEVEN L. PFISTER & DEBRA A. PFISTER, JT	1107 CORONA DR.	SEVERANCE	CO	80550
	JASON T. ZWALINA & ERIN J. SWALINA, JT	1100 CORTEZ WAY	SEVERANCE	CO	80550
2	NON-CONSENTING WI OWNERS	Street 1	City	State	Zip
3	CONSENTING WI OWNERS	Street 1	City	State	Zip
	BAYSWATER BLENHEIM HOLDINGS II	730 17TH STREET, SUITE 610	DENVER	CO	80202
	BAYSWATER EXPLORATION & PROD	730 17TH STREET, SUITE 610	DENVER	CO	80202
	NOBLE ENERGY, INC.	1625 S. BROADWAY, STE. 2000	DENVER	CO	80202
4	ROYALTY OWNERS	Street 1	City	State	Zip
	CLARK BRENT WHITCOMB & CLAUDIE B. WHITCOMB	5001 CORTEZ WAY	SEVERANCE	CO	80546
	AARON PETERSON & MARLILU OROZCO-PETERSON	11570 CR 78	EATON	CO	80615
	BERNADETTE & GEORGE ELLIOT	2214 DOMINIC COURT	SEVERANCE	CO	80550
	BEVERLY J. & JAMES H. MENKE	4402 INDIGO DRIVE	WINDSOR	CO	80550
	BOWEN J. & MELISSA L. BEECHER	5013 CORTEZ WAY	SEVERANCE	CO	80550
	BRENT A. & CARRIE L COOPER	8826 MEADOWLARK COURT	WINDSOR	CO	80550
	BRETT T. & KELLIE A. JANKE	1101 CORTEZ WAY	SEVERANCE	CO	80550
	BRIAN & TAMMIE KNOBLOCH	1113 CORONA DRIVE	SEVERANCE	CO	80550
	BRYAN D. & TATUM H. SPAETH	5004 CORTEZ WAY	SEVERANCE	CO	80550
	CASA LOMA ESTATES HOA	706 S COLLEGE #202	FORT COLLINS	CO	80524
	CHAD & ANGELA M. MYERS	2228 SAN MIGUEL DRIVE	SEVERANCE	CO	80546
	CHARLOTTE S. SCHWARTZ	13632 N. SILVERBELL DR.	SUN CITY	AZ	85351
	CHRISTIE PEEBLES	1103 CORONA DRIVE	SEVERANCE	CO	80550
	CHRISTY CRAIG & TODD DESCHAMPS	1108 CORONA DRIVE	SEVERANCE	CO	80550
	CLU & KATHRYN TAMLIN	2210 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
	CONNIE R. UTLEY	1103 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
	CORY J. & DENISE K. MARKHAM	2217 SAN MIGUEL DRIVE	WINDSOR	CO	80550
	DANIEL REESE	5007 CORTEZ WAY	SEVERANCE	CO	80550
	DAVID & DELORES LESCHINKSY	1109 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
	DAVID & MICHELLE NELSON	1107 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
	DAVID & PAMELA SHEESER CHANCE	5006 CORTEZ WAY	SEVERANCE	CO	80550
	DENNIS E. & CHRISTINE A. REILLY	1102 CORTEZ WAY	SEVERANCE	CO	80550
	DENNIS J. & KIMBERLY K. ANDERSON	2230 SAN MIGUEL DRIVE	SEVERANCE	CO	80546
	DONNA L. & JAMES R. HAGANS	1109 CORONA DRIVE	SEVERANCE	CO	80550
	DOUGLAS C. & JENNIFER J. SMITH	1104 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
	EARL LESTER HAY	4409 INDIGO DRIVE	SEVERANCE	CO	80546
	ELIZABETH B. WALTON	1815 FOURTH AVE	SCOTTSDALE	NE	69361
	JOSHUA ENICH MCSTOTTS & JENNA M. RUDIO	2224 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
	ESTHER & GENE DAUGHERTY	1102 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
	G. MONIQUE & DAVID RIED	1104 CORTEZ WAY	SEVERANCE	CO	80550
	GENE W. & URSULA E. OISON	11756 COUNTY ROAD 78	SEVERANCE	CO	80546
	HARVEY R. AND BONNIE L. NAIL	PO BOX 157	SEVERANCE	CO	80546
	HENRY & JOANN POWELL	1110 CORONA DRIVE	SEVERANCE	CO	80550
	J. GALE MOODY	PO BOX 210	EATON	CO	80615
	JACK E. & CONNIE L. HALE	2218 DOMINIC COURT	SEVERANCE	CO	80550
	JACK & MICHELLE MARTIN	2222 DOMINIC COURT	SEVERANCE	CO	80550
	JAMES BRIAN CRIST	1809 RUTZ CIRCLE	ALAMOGORDO	NM	88310
	JAMES M. GRICE & DONNA GRICE	4404 INDIGO DRIVE	WINDSOR	CO	80550
	JAMES L. & ELIZABETH SCHEER	37700 COUNTY ROAD 23	SEVERANCE	CO	80550
	JEFFREY A. & PAULINE C. WICK	1106 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
	JENNY S. MURROW	273 PRAIRIE CT.	EATON	CO	80615
	JERRY D. & JOAN M. GRAHAM	2206 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
	JONATHAN M. CUMPSTEN	2203 SAN MIGUEL DR.	SEVERANCE	CO	80550
	KATHLEEN MARY & THOMAS LEWIS NIELSEN	4408 INDIGO DR.	SEVERANCE	CO	80550
	KERRY V. PROVANCHA	11570 CR 78	MEDFORD	OR	97504
	KIM & DAWN ROBINSON	11898 WCR 78	EATON	CO	80615
	KREGG & DIANA KIRCHER	2209 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
	KURT & LAURA MARI	5005 CORTEZ WAY	SEVERANCE	CO	80550
	LANCE AND CAMERON BRITTAN	2216 DOMINIC COURT	SEVERANCE	CO	80550
	LARRY A. SHOOK	5009 CORTEZ WAY	SEVERANCE	CO	80550
	LAURA J. WING	1110 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
	LAUREN M. MCCAULEY	2220 DOMINIC COURT	SEVERANCE	CO	80550

Exhibit A
Docket 160100050

LIND FARMS INC	38241 WCR 23	EATON	CO	80615
MARK & ELIZABETH MALWITZ	4406 INDIGO DRIVE	SEVERANCE	CO	80550
MARK KEYES & ANDREA CHIRICH	2215 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
MELISSA & TIMOTHY JOHNSON	1115 CORONA DRIVE	SEVERANCE	CO	80550
MICHAEL & LORI BRACHTENBACH	4407 INDIGO DRIVE	SEVERANCE	CO	80550
MICHAEL ALLEN AND ELIZABETH OLIVAS	1101 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
MICHAEL BOECKEM	5011 CORTEX WAY	WINDSOR	CO	80550
MICHAEL G. & MARCELLA A. MARTINCHICK, JT	1111 SAN MIGUEL DR.	SEVERANCE	CO	80550
MICHAEL J. & STACIE F. MATHIS	1106 CORONA DRIVE	SEVERANCE	CO	80550
NANCY & SCOTT RUTHERFORD	4405 INDIGO DRIVE	SEVERANCE	CO	80550
PETER J. DICK & JANET R. DICK	4411 INDIGO DRIVE	WINDSOR	CO	80550
PRINCIPLE ENERGY LLC	PO BOX 2228	HOUSTON	TX	77252
RICHARD K. ALLEY	1107 CORTEZ WAY	SEVERANCE	CO	80550
RICHARD L. BUSH	5000 CORTEZ WAY	WINDSOR	CO	80550
ROBERT DUNCAN LEE FAMILY TRUST	5003 CORTEZ WAY	SEVERANCE	CO	80550
ROBERT L. GLAZE	2211 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
ROBERT W. & TERRI S. NIESENT	37500 COUNTY ROAD 23	WINDSOR	CO	80550
SCOTT & SHANI MCBRIDE	2200 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
SCOTT LLOYD GUENTHNER	4401 INDIGO DR.	SEVERANCE	CO	80550
SHANE R. & DEBRA R. WARD	1105 CORTEZ WAY	SEVERANCE	CO	80550
SHAWN SMITH	2204 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
SHERRI ANN GREGORY	1104 CORONA DRIVE	SEVERANCE	CO	80546
STEPHEN & CRISTINA FLIPPEN	4399 INDIGO DRIVE	SEVERANCE	CO	80550
STEPHEN S. & HOLLY J. SCHLAGEL	1009 CORTEZ WAY	SEVERANCE	CO	80550
STEVEN & PATRICIA MOE	2205 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
STEVEN L. KALLHOFF	2207 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
STEVEN L. NASHLAND	1202 APACHE LANE	APEX	NC	27502
STEVEN W. & ELIZABETH CORMACK	P.O. BOX 312	SEVERANCE	CO	80546
SUZANNE OREBO DEREMO	34493 COUNTY ROAD 19	WINDSOR	CO	80550
TAMARA BIVENS	P.O. BOX 869	HOPLAND, CA 95449	CA	95703
TERESA HERGENREDER	2305 STONE CREST DRIVE	FORT COLLINS	CO	80521
THE RICHARDSON FAMILY TRUST, UNDER TRUST INSTRUMENT DATED 3/7/2001	1105 SAN MIGUEL DRIVE	SEVERANCE	CO	80546
THERESA A. SMITH	4709 CEDAR PARK DRIVE	EVANS	CO	80634
THOMAS CRIST	10015 WATERFRONT DR.	WOODBURY	MN	55129
THOMAS LEWIS & KATHLEEN MARY NIELSON	4408 INDIGO DR.	SEVERANCE	CO	80550
TODD A. NASHLAND	1809 BEACON HILL BLVD.	ATLANTA	GA	30329
TOY BRAVEHEART & WILLIAM PIGG	2213 SAN MIGUEL DRIVE	SEVERANCE	CO	80546
TRACY BEAL	1111 CORONA DRIVE	SEVERANCE	CO	80550
TROY R. & ANDREA L. SPORLEDER	2226 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
WADE & MICHELLE WHITCOMB	11812 WELD COUNTY ROAD 78	EATON	CO	80615
WALTER E & PAMELA J. HOLDREDGE	4430 INDIGO DRIVE	SEVERANCE	CO	80550
WELD COUNTY CLERK TO THE BOARD	PO BOX 758	GREELEY	CO	80631
WILLIAM & SABRINA HAMMERICH	2202 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
WILLIAM A. CRIST	M211 CANDLEWOOD CT.	MARSHFIELD	WI	54449
WILLIAM L. & KODI R. MUNDT	2232 SAN MIGUEL DR.	SEVERANCE	CO	80550
ZACHERY AND CAROLYN LAMBERT	2201 SAN MIGUEL DRIVE	SEVERANCE	CO	80550

OWNERSHIP: Walton I-25HN and Walton J-25HN Wells					
Township 7 North, Range 67 West					
Section 25: S/2N/2					
Containing 160.36 acres, more or less					
1	UNLEASED OWNERS	Street 1	City	State	Zip
	STEVEN L. PFISTER & DEBRA A. PFISTER, JT	1107 CORONA DR.	SEVERANCE	CO	80550
2	NON-CONSENTING W/ OWNERS	Street 1	City	State	Zip
3	CONSENTING W/ OWNERS	Street 1	City	State	Zip
	BAYSWATER BLENHEIM HOLDINGS II	730 17TH STREET, SUITE 610	DENVER	CO	80202
	BAYSWATER EXPLORATION & PROD	730 17TH STREET, SUITE 610	DENVER	CO	80202
	NOBLE ENERGY, INC.	1625 S. BROADWAY, STE. 2000	DENVER	CO	80202
4	ROYALTY OWNERS	Street 1	City	State	Zip
	BRIAN & TAMMIE KNOBLOCH	1113 CORONA DRIVE	SEVERANCE	CO	80550
	CASA LOMA ESTATES HOA	706 S COLLEGE #202	FORT COLLINS	CO	80524
	CHARLOTTE S SCHWARTZ	13632 N. SILVERBELL DR.	SUN CITY, AZ 85351	AZ	85351
	CHRISTY CRAIG & TODD DESCHAMPS	1108 CORONA DRIVE	SEVERANCE	CO	80550
	CLU & KATHRYN TAMLIN	2210 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
	CONNIE R. UTLEY	1103 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
	DAVID & DELORES LESCHINSKY	1109 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
	DAVID & MICHELLE NELSON	1107 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
	DONNA L. & JAMES R. HAGANS	1109 CORONA DRIVE	SEVERANCE	CO	80550
	DOUGLAS C. & JENNIFER J. SMITH	1104 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
	EARL LESTER HAY	4409 INDIGO DRIVE	SEVERANCE	CO	80546
	EARL LESTER HAY	4409 INDIGO DRIVE	SEVERANCE	CO	80546
	ELIZABETH B. WALTON	1815 FOURTH AVE	SCOTTSBLUFF	NE	69361
	ESTHER & GENE DAUGHERTY	1102 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
	HARVEY R. AND BONNIE L. NAIL	PO BOX 157	SEVERANCE	CO	80546
	HENRY & JOANN POWELL	1110 CORONA DRIVE	SEVERANCE	CO	80550
	J. GALE MOODY	PO BOX 210	EATON	CO	80615
	JAMES BRIAN CRIST	8302 203RD ST CT E	SPANAWAY	WA	98387
	JAMES M. GRICE & DONNA GRICE	4404 INDIGO DRIVE	WINDSOR	CO	80550
	JEFFREY A. & PAULINE C. WICK	1106 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
	JERRY D. & JOAN M. GRAHAM	2206 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
	JONATHAN M. CUMPSTEN	2203 SAN MIGUEL DR.	SEVERANCE	CO	97504
	KATHLEEN MARY & THOMAS LEWIS NIELSEN	4408 INDIGO DR.	SEVERANCE	CO	80550
	KERRY V PROVANCHA	11570 CR 78	MEDFORD	OR	80550
	KREGG & DIANA KIRCHER	2209 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
	KURT & LAURA MARI	5005 CORTEZ WAY	SEVERANCE	CO	80550
	LAURA J. WING	1110 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
	MARK & ELIZABETH MALWITZ	4406 INDIGO DRIVE	SEVERANCE	CO	80550
	MELISSA & TIMOTHY JOHNSON	1115 CORONA DRIVE	SEVERANCE	CO	80550
	MICHAEL & LORI BRACHTENBACH	4407 INDIGO DRIVE	SEVERANCE	CO	80550
	MICHAEL ALLEN AND ELIZABETH OLIVAS	1101 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
	MICHAEL G. & MARCELLA A. MARTINCHICK, JT	1111 SAN MIGUEL DR.	SEVERANCE	CO	80550
	MICHAEL J. & STACIE F. MATHIS	1106 CORONA DRIVE	SEVERANCE	CO	80550
	NANCY & SCOTT RUTHERFORD	4405 INDIGO DRIVE	SEVERANCE	CO	80550
	PETER J. DICK & JANET R. DICK	4411 INDIGO DRIVE	WINDSOR	CO	80550
	PRINCIPLE ENERGY LLC	PO BOX 2228	HOUSTON	TX	77252
	ROBERT L. GLAZE	2211 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
	ROBERT W. & TERRI S. NIESENT	37500 COUNTY ROAD 23	WINDSOR	CO	80550
	SCOTT & SHANI MCBRIDE	2200 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
	SHAWN SMITH	2204 SAN MIGUEL DRIVE	SEVERANCE	CO	80546
	SHERRI ANN GREGORY	1104 CORONA DRIVE	SEVERANCE	CO	80550
	STEVEN & PATRICIA MOE	2205 SAN MIGUEL DRIVE	SEVERANCE	CO	27502
	STEVEN L NASHLAND	PO BOX 247	APEX, NC 27502	NC	80550
	STEVEN L. KALLHOFF	2207 SAN MIGUEL DRIVE	SEVERANCE	CO	80546
	STEVEN W & ELIZABETH CORMACK	P.O. BOX 312	SEVERANCE	CO	95703
	TAMARA BIVENS	20105 GEISENDORFER RD	APPLEGATE, CA 95703	CA	80521
	TERESA HERGENREDER	2305 STONE CREST DRIVE	FORT COLLINS	CO	80521
	THE RICHARDSON FAMILY TRUST, UNDER TRUST INSTRUMENT DATED 3/7/2001	1105 SAN MIGUEL DRIVE	SEVERANCE	CO	80634
	THERESA A SMITH	4709 CEDAR PARK DRIVE	EVANS	CO	30327

Exhibit A
Docket 160100050

TODD A NASHLAND	5250 WOODRIDGE FOREST TRAIL	SANDY SPRINGS, GA 30327	GA	80550
TRACY BEAL	1111 CORONA DRIVE	SEVERANCE	CO	80631
WELD COUNTY CLERK TO THE BOARD	PO BOX 758	GREELEY, CO 80631	CO	80550
WILLIAM & SABRINA HAMMERICH	2202 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
WILLIAM A CRIST	M211 CANDLEWOOD CT	MARSHFIELD	WI	80550
ZACHERY AND CAROLYN LAMBERT	2201 SAN MIGUEL DRIVE	SEVERANCE	CO	80550

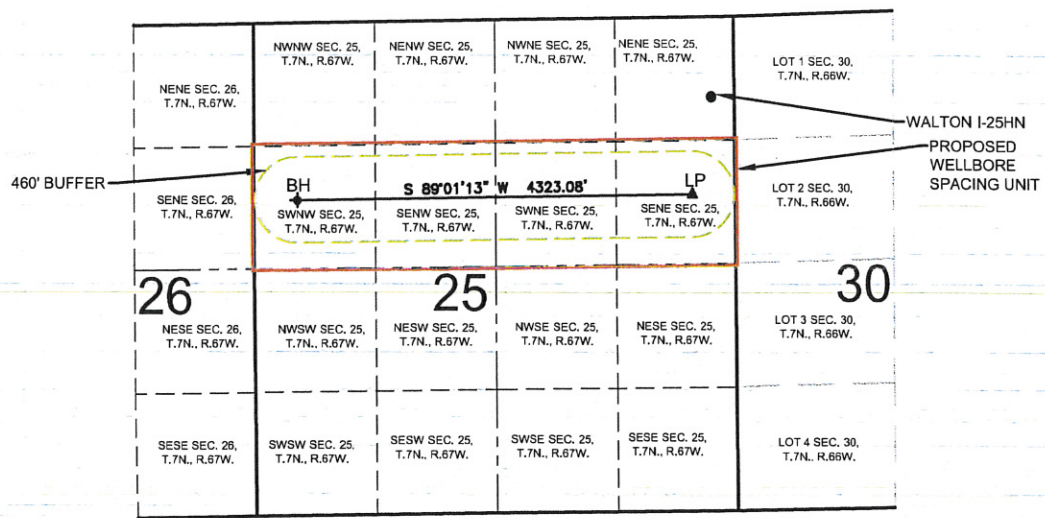
OWNERSHIP: Walton K-25HC and Walton L-25HN Wells					
Township 7 North, Range 67 West					
Section 25: S/2N/2, N/2S/2					
Containing 320.02 acres, more or less					
1	UNLEASED OWNERS	Street 1	City	State	Zip
	STEVEN L. PFISTER & DEBRA A. PFISTER, JT	1107 CORONA DR.	SEVERANCE	CO	80550
2	NON-CONSENTING WI OWNERS	Street 1	City	State	Zip
	GRIZZLY PETROLEUM COMPANY, LLC	225 CLAYTON ST.	DENVER	CO	80206
3	CONSENTING WI OWNERS	Street 1	City	State	Zip
	BAYSWATER BLENHEIM HOLDINGS II	730 17TH STREET, SUITE 610	DENVER	CO	80202
	BAYSWATER EXPLORATION & PROD	730 17TH STREET, SUITE 610	DENVER	CO	80202
	NOBLE ENERGY, INC.	1625 S. BROADWAY, STE. 2000	DENVER	CO	80202
	NOBLE ENERGY WYCO, LLC	1625 S. BROADWAY, STE. 2200	DENVER	CO	80202
4	ROYALTY OWNERS	Street 1	City	State	Zip
	BARRY L. & DEANA R. CARLSON	11749 COUNTY ROAD 76	WINSOR	CO	80550
	BRIAN & TAMMIE KNOBLOCH	1113 CORONA DRIVE	SEVERANCE	CO	80550
	CAMULA LLC	11149 COUN TY ROAD 76	WINSOR	CO	80550
	CASA LOMA ESTATES HOA	706 S COLLEGE #202	FORT COLLINS	CO	80524
	CHARLOTTE S. SCHWARTZ	13632 N. SILVERBELL DR.	SUN CITY	AZ	85351
	CHRISTY CRAIG & TODD DESCHAMPS	1108 CORONA DRIVE	SEVERANCE	CO	80550
	CLU & KATHRYN TAMLIN	2210 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
	CONNIE R. UTLEY	1103 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
	DAVID & DELORES LESCHINSKY	1109 SAN-MIGUEL DRIVE	SEVERANCE	CO	80550
	DAVID & MICHELLE NELSON	1107 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
	DONNA L. & JAMES R. HAGANS	1109 CORONA DRIVE	SEVERANCE	CO	80550
	DOUGLAS C. & JENNIFER J. SMITH	1104 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
	EARL LESTER HAY	4409 INDIGO DRIVE	SEVERANCE	CO	80546
	ESTHER & GENE DAUGHERTY	1102 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
	HARVEY R. AND BONNIE .L NAIL	PO BOX 157	SEVERANCE	CO	80546
	HENRY & JOANN POWELL	1110 CORONA DRIVE	SEVERANCE	CO	80550
	J GALE MOODY	PO BOX 210	EATON	CO	80615
	JAMES BRIAN CRIST	8302 203RD ST. CT. E	SPANAWAY	WA	98387
	JAMES M. GRICE & DONNA GRICE	4404 INDIGO DRIVE	WINDSOR	CO	80550
	JEFFREY A. & PAULINE C. WICK	1106 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
	JERRY D. & JOAN M. GRAHAM	2206 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
	JONATHAN M. CUMPSTEN	2203 SAN MIGUEL DR.	SEVERANCE	CO	80550
	KATHLEEN MARY & THOMAS LEWIS NIELSEN	4408 INDIGO DR.	SEVERANCE	CO	80550
	KERRY V PROVANCHA	11570 CR 78	MEDFORD	OR	80550
	KREGG & DIANA KIRCHER	2209 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
	KURT & LAURA MARI	5005 CORTEZ WAY	SEVERANCE	CO	80550
	LAURA J. WING	1110 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
	LINDBLAD FARM LLC	11565 COUNTY ROAD 76	WINSOR	CO	80550
	M. A. LINDBLAD, LLC	13313 HIGHWAY 392	GREELEY	CO	80634
	MARK & ELIZABETH MALWITZ	4406 INDIGO DRIVE	SEVERANCE	CO	80550
	MELISSA & TIMOTHY JOHNSON	1115 CORONA DRIVE	SEVERANCE	CO	80550
	MICHAEL & LORI BRACHTENBACH	4407 INDIGO DRIVE	SEVERANCE	CO	80550
	MICHAEL ALLEN AND ELIZABETH OLIVAS	1101 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
	MICHAEL G. & MARCELLA A. MARTINCHICK, JT	1111 SAN MIGUEL DR.	SEVERANCE	CO	80550
	MICHAEL J. & STACIE F. MATHIS	1106 CORONA DRIVE	SEVERANCE	CO	80550
	NANCY & SCOTT RUTHERFORD	4405 INDIGO DRIVE	SEVERANCE	CO	80550
	NCR ACQUISITION I, LLC	1801 BROADWAY AVE., STE. 500	DENVER	CO	80202
	PETER J. DICK & JANET R. DICK	4411 INDIGO DRIVE	WINDSOR	CO	80550
	PRINCIPLE ENERGY LLC	PO BOX 2228	HOUSTON	TX	77252
	ROBERT L. GLAZE	2211 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
	ROBERT W. & TERRI S. NIESENT	37500 COUNTY ROAD 23	WINDSOR	CO	80550
	SCOTT & SHANI MCBRIDE	2200 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
	SHAWN SMITH	2204 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
	SHERRI ANN GREGORY	1104 CORONA DRIVE	SEVERANCE	CO	80546
	STEVEN & PATRICIA MOE	2205 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
	STEVEN L. KALLHOFF	2207 SAN MIGUEL DRIVE	SEVERANCE	CO	80550
	STEVEN L. NASHLAND	PO BOX 247	APEX	NC	27502
	STEVEN W & ELIZABETH CORMACK	P.O. BOX 312	SEVERANCE	CO	95703
	TAMARA BIVENS	20105 GEISENDORFER RD.	APPLEGATE	CA	95703
	TERESA HERGENREDER	2305 STONE CREST DRIVE	FORT COLLINS	CO	80521
	THERESA A SMITH	4709 CEDAR PARK DRIVE	EVANS	CO	30327
	THE RICHARDSON FAMILY TRUST, UNDER TRUST INSTRUMENT DATED 3/7/2001	1105 SAN MIGUEL DRIVE	SEVERANCE	CO	80546
	THOMAS CRIST	10015 WATERFRONT DR.	WOODBURY	MN	55129
	TODD A. NASHLAND	5250 WOODRIDGE FOREST TRAIL	SANDY SPRINGS	GA	30327
	TRACY BEAL	1111 CORONA DRIVE	SEVERANCE	CO	80550
	WELD COUNTY COLORADO	1150 O STREET, PO BOX 758	GREELEY	CO	80632
	WILLIAM & SABRINA HAMMERICH	2202 SAN MIGUEL DRIVE	SEVERANCE	CO	80550

Exhibit A
Docket 160100050

WILLIAM A. CRIST	M211 CANDLEWOOD CT.	MARSHFIELD	WI	54449
ZACHERY AND CAROLYN LAMBERT	2201 SAN MIGUEL DRIVE	SEVERANCE	CO	80550

PROPOSED 318A.e. SPACING UNIT

SECTION 25, TOWNSHIP 7 NORTH, RANGE 67 WEST, 6TH P.M.



WELL **WALTON I-25HN** TO BE LOCATED 857' FNL AND 252' FEL, SEC. 25, T7N, R67W

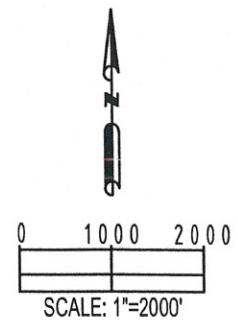
SURFACE LOCATION
 NAD83
 LATITUDE= 40.550145°
 LONGITUDE= 104.832879°

LANDING POINT LOCATION
 NAD83
 LATITUDE= 40.547281°
 LONGITUDE= 104.833683°

BOTTOM HOLE LOCATION
 NAD83
 LATITUDE= 40.547166°
 LONGITUDE= 104.849238°

LEGEND

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

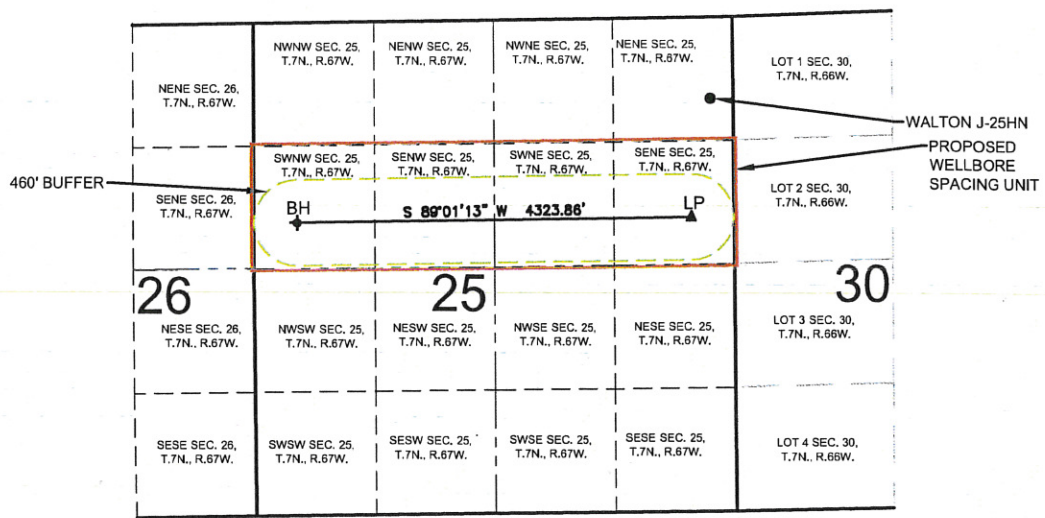


SHEET 9 OF 12

PREPARED BY: Petroleum Field Services, LLC 7535 Hilltop Circle Denver, CO 80221	FIELD DATE: 12-12-14	SURFACE LOCATION:
	DRAWING DATE: 12-22-14	NE 1/4 NE 1/4, SEC. 25, T7N, R67W, 6TH P.M.
BY: MDCA	CHECKED: WDW	WELD COUNTY, COLORADO

PROPOSED 318A.e. SPACING UNIT

SECTION 25, TOWNSHIP 7 NORTH, RANGE 67 WEST, 6TH P.M.



WELL **WALTON J-25HN** TO BE LOCATED 872' FNL AND 252' FEL, SEC. 25, T7N, R67W

SURFACE LOCATION

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 LONGITUDE= 104.832880°

LANDING POINT LOCATION

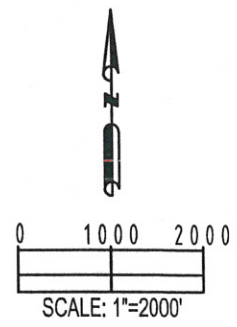
NAD83
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 LONGITUDE= 104.833688°

BOTTOM HOLE LOCATION

NAD83
 LATITUDE= 40.546502°
 LONGITUDE= 104.849245°

LEGEND

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

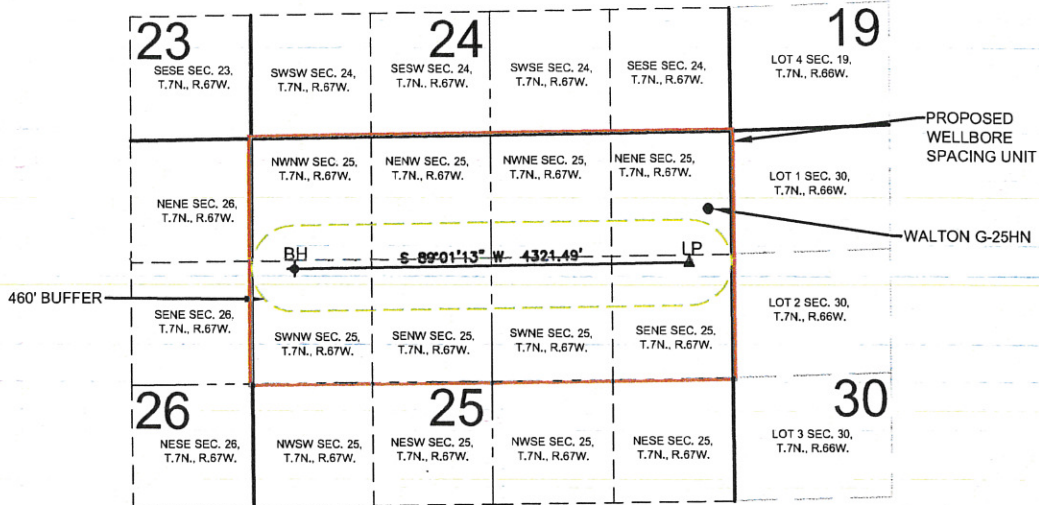


SHEET 10 OF 12

PREPARED BY: Petroleum Field Services, LLC 7535 Hilltop Circle Denver, CO 80221	FIELD DATE: 12-12-14	SURFACE LOCATION: NE 1/4 NE 1/4,
	DRAWING DATE: 12-22-14	SEC. 25, T7N, R67W, 6TH P.M.
BY: MDCA	CHECKED: WDW	WELD COUNTY, COLORADO

PROPOSED 318A.e. SPACING UNIT

SECTION 25, TOWNSHIP 7 NORTH, RANGE 67 WEST, 6TH P.M.



WELL WALTON G-25HN TO BE LOCATED 827' FNL AND 252' FEL, SEC. 25, T7N, R67W

SURFACE LOCATION

NAD83
 LATITUDE= 40.550227°
 LONGITUDE= 104.832879°

LANDING POINT LOCATION

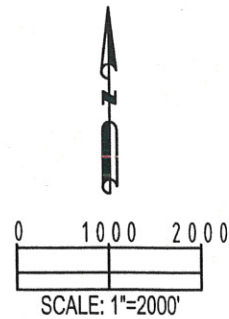
NAD83
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 LONGITUDE= 104.833674°

BOTTOM HOLE LOCATION

NAD83
 LATITUDE= 40.548525°
 LONGITUDE= 104.849224°

LEGEND

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- ▲ = LANDING POINT BH = BOTTOM HOLE
- ◆ = BOTTOM HOLE

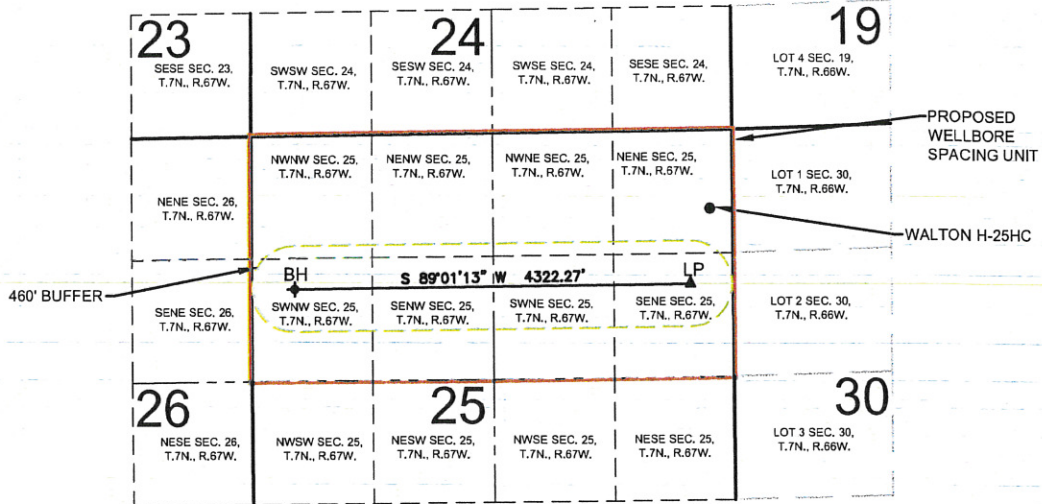


SHEET 7 OF 12

PREPARED BY: Petroleum Field Services, LLC 7535 Hilltop Circle Denver, CO 80221	FIELD DATE: 12-12-14	SURFACE LOCATION:
	DRAWING DATE: 12-22-14	NE 1/4 NE 1/4, SEC. 25, T7N, R67W, 6TH P.M.
BY: MDCA	CHECKED: WDW	WELD COUNTY, COLORADO

PROPOSED 318A.e. SPACING UNIT

SECTION 25, TOWNSHIP 7 NORTH, RANGE 67 WEST, 6TH P.M.



WELL WALTON H-25HC TO BE LOCATED 842' FNL AND 252' FEL, SEC. 25, T7N, R67W

SURFACE LOCATION

NAD83
 LATITUDE= 40.550186°
 LONGITUDE= 104.832879°

LANDING POINT LOCATION

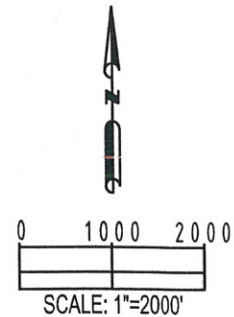
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 LONGITUDE= 104.833678°

BOTTOM HOLE LOCATION

NAD83
 LATITUDE= 40.547861°
 LONGITUDE= 104.849231°

LEGEND

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- ▲ = LANDING POINT BH = BOTTOM HOLE
- ◆ = BOTTOM HOLE

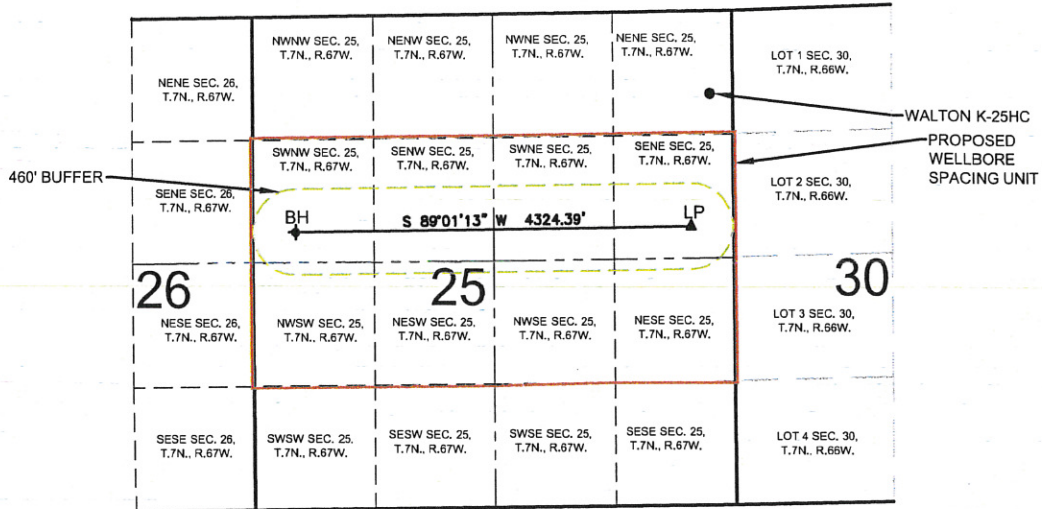


SHEET 8 OF 12

PREPARED BY: Petroleum Field Services, LLC 7535 Hilltop Circle Denver, CO 80221	FIELD DATE:	SURFACE LOCATION:
	DRAWING DATE:	NE 1/4 NE 1/4, SEC. 25, T7N, R67W, 6TH P.M.
BY:	CHECKED:	WELD COUNTY, COLORADO
MDCA	WDW	

PROPOSED 318A.e. SPACING UNIT

SECTION 25, TOWNSHIP 7 NORTH, RANGE 67 WEST, 6TH P.M.



WELL WALTON K-25HC TO BE LOCATED 887' FNL AND 252' FEL, SEC. 25, T7N, R67W

SURFACE LOCATION

NAD83
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 LONGITUDE= 104.832880°

LANDING POINT LOCATION

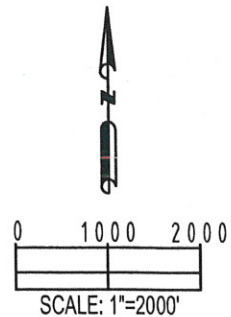
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 LONGITUDE= 104.833691°

BOTTOM HOLE LOCATION

NAD83
 LATITUDE= 40.546049°
 LONGITUDE= 104.849250°

LEGEND

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

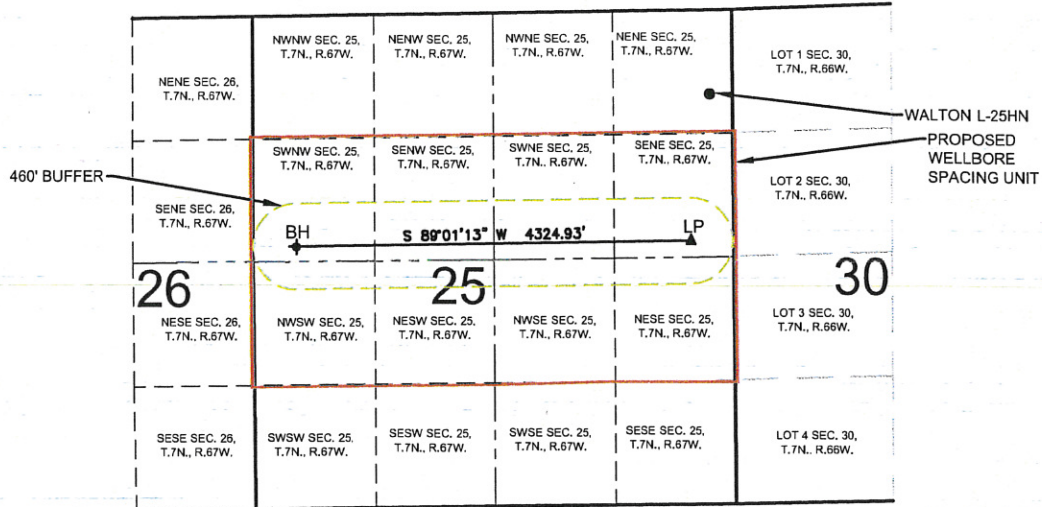


SHEET 11 OF 12

PREPARED BY: Petroleum Field Services, LLC 7535 Hilltop Circle Denver, CO 80221	FIELD DATE: 12-12-14	SURFACE LOCATION: NE 1/4 NE 1/4,
	DRAWING DATE: 12-22-14	SEC. 25, T7N, R67W, 6TH P.M.
BY: MDCA	CHECKED: WDW	WELD COUNTY, COLORADO

PROPOSED 318A.e. SPACING UNIT

SECTION 25, TOWNSHIP 7 NORTH, RANGE 67 WEST, 6TH P.M.



WELL WALTON L-25HN TO BE LOCATED 902' FNL AND 252' FEL, SEC. 25, T7N, R67W

SURFACE LOCATION

NAD83
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 LONGITUDE= 104.832880°

LANDING POINT LOCATION

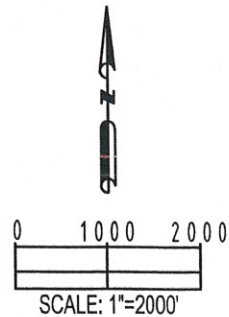
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 LONGITUDE= 104.833694°

BOTTOM HOLE LOCATION

NAD83
 LATITUDE= 40.545596°
 LONGITUDE= 104.849255°

LEGEND

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



SHEET 12 OF 12

PREPARED BY: Petroleum Field Services, LLC 7535 Hilltop Circle Denver, CO 80221	FIELD DATE:	SURFACE LOCATION:
	DRAWING DATE:	NE 1/4 NE 1/4, SEC. 25, T7N, R67W, 6TH P.M.
BY:	CHECKED:	WELD COUNTY, COLORADO
MDCA	WDW	

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 TWO 160-ACRE WELLBORE SPACING)
UNITS AND FOUR 320-ACRE WELLBORE)
SPACING UNITS LOCATED IN SECTION 25,)
TOWNSHIP 7 NORTH, RANGE 67 WEST, 6TH)
P.M., WATTENBERG FIELD, WELD COUNTY,)
COLORADO.)

Cause No. 407

Docket No. 160100050


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 December 2, 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.

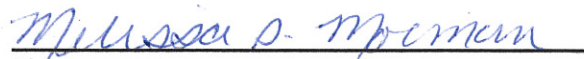


Joseph C. Pierzchala

Subscribed and sworn to before me December 2, 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