

COPY

RECEIVED
JAN 07 2016
COGCC

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 320-ACRE WELLBORE SPACING UNIT)
LOCATED IN SECTIONS 28 AND 33,)
TOWNSHIP 7 NORTH, RANGE 64 WEST, 6TH)
P.M., WATTENBERG FIELD, WELD COUNTY,)
COLORADO.)

Cause No. 407
Docket No. 160300122
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 separate approximate 320-acre wellbore spacing units for the E½E½ of Section 28 and the E½E½ of Section 33, Township 7 North, Range 64 West, 6th P.M., Weld County, Colorado for the development and production from the Niobrara Formation("WSU #1" and "WSU #2"). 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 wellbore spacing units comprised of the following lands ("Application Lands"):

Township 7 North, Range 64 West, 6th P.M.

Section 28: E½E½

Section 33: E½E½

Weld County, Colorado.

A reference map of the Application Lands is attached hereto.

1. 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.

2. WSU #1 includes the Mojack N-28HN well (API# 05-123-39842), anticipated to spud on or about March 16, 2016. The above-described horizontal well is designed to test and produce gas and associated hydrocarbons from the Niobrara Formation underlying the Application Lands.

3. WSU #2 includes the Mojack O-28HN well (API# 05-123-39848), anticipated to spud on or about March 16, 2016. The above-described horizontal well is designed to test and produce gas and associated hydrocarbons from the Niobrara Formation underlying the Application Lands.

3. 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 and WSU #2.

4. 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 the 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 Mojack N-28HN well (WSU #1) and Mojack O-28HN well (WSU #2).

5. 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 N-28HN well (WSU #1) and Mojack O-28HN well (WSU #2).

6. 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.

7. 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 and WSU #2.

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 he Mojack N-28HN well (WSU #1) and Mojack O-28HN well (WSU #2) on the Application Lands, whichever is earlier.

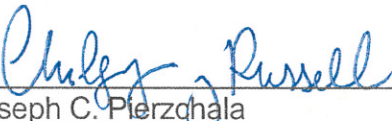
C. Providing that the interests of any owners, with whom the Applicant has been unable to secure a lease or other agreement to participate in the drilling of the authorized well, are pooled by operation of statute, pursuant to Section 34-60-116(7), C.R.S., and made subject to the cost recovery provisions thereof.

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

Dated this 7th day of January, 2016

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 7th day of January, 2016 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

TOM BLYTH
NOTARY PUBLIC
STATE OF COLORADO
Notary ID 20104027061
My Commission Expires 07/23/2018

EXHIBIT A

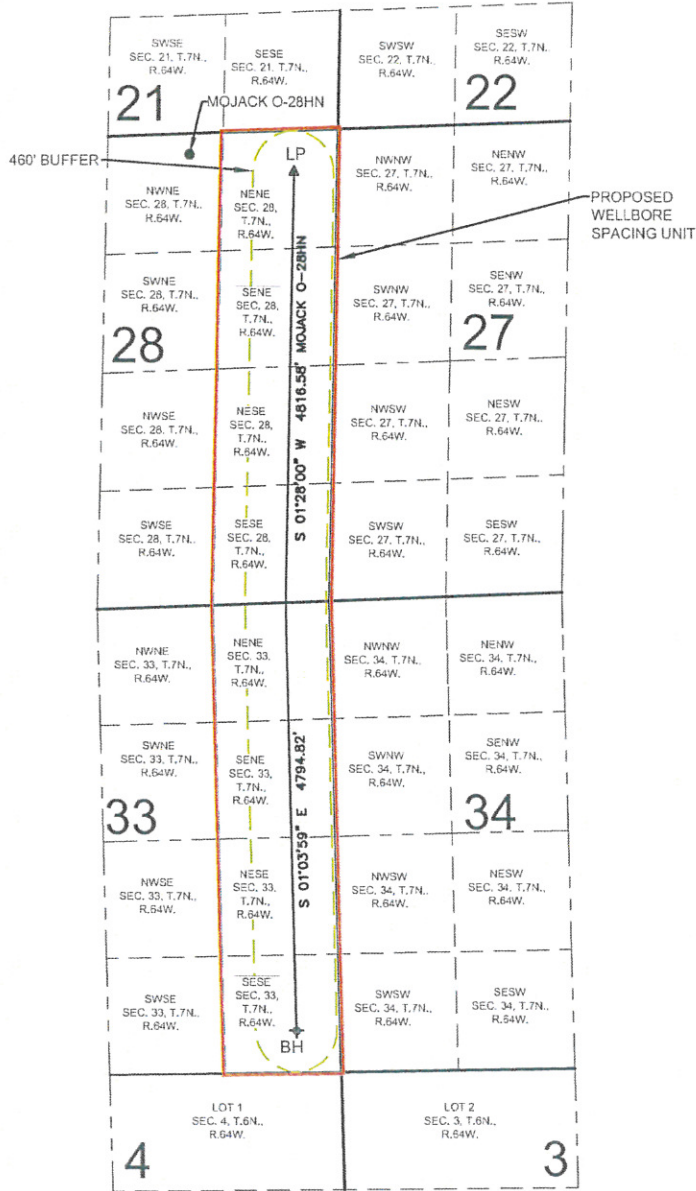
Ownership: Mojack N-28HN and O-28HN				
Township 7 North, Range 64 West				
Section 28: E/2E/2				
Section 33: E/2E/2				
Containing 319.89 acres, more or less				
		STREET	CITY, STATE ZIP	Country
1	UNLEASED OIL AND GAS INTERESTS			
	Bob McDonald	90360 Shadows Drive	Springfield, OR 97478	
	Rick McDonald	90360 Shadows Drive	Springfield, OR 97478	
	Nota Kari	90360 Shadows Drive	Springfield, OR 97478	
2	NON-CONSENTING WI OWNERS			
	Welco Operating, LLC	1120 Lincoln St. Suite 1605	Denver, CO 80203	
	WYOTEX Oil Company	PO Box 260969	Lakewood, CO 80228	
	Alpha Energy Group, LLC	245 E 54th St., Suite 5M	New York, NY 10022	
	Green Oil Energy, LLC	245 E 54th St., Suite 5M	New York, NY 10022	
	Aluma Energy, LLC	245 E 54th St., Suite 5M	New York, NY 10022	
	Shoreline Energy Holdings II, Inc.	300, 116 - 8th Avenue SW	Calgary, AB T2P1B3	Canada
	Noble Energy, Inc.	1625 Broadway, Suite 2000	Denver, CO 80202	
3	CONSENTING WI OWNERS			
	Bayswater Exploration & Production, LLC	730 17th St. Suite 610	Denver, CO 80202	
	Bayswater Blenheim Holdings LLC	730 17th St. Suite 610	Denver, CO 80202	
	Bayswater Blenheim Holdings II, LLC	730 17th St. Suite 610	Denver, CO 80202	
	OMB Royalties II, LLC	410 7th Street, Suite 11550	Denver, CO 80202	
4	ROYALTY OWNERS			
	Anadarko E&P Onshore LLC	1099 18th Street	Denver, CO 80202	
	Bert L. Dewey	230 Cheyenne	Eaton, CO 80615	
	Bessie M. Dewey	1326 Country Club Road	Fort Collins, CO 80524	
	Beverly A. Schell and Donald J. Schell, joint tenants	2505 17th Ave.	Greeley, CO 80631	
	Cary A. Kincade	525 Jefferson St.	Pueblo, CO 81004	
	Charles Dewey Warren	2405 Baystone Court	Colorado Springs, CO 80921	
	Darene (Maloit) Wisecup	3634 Coffee Lane	Santa Rosa, CA 95403	
	David E. Dewey	P.O. Box 126	Kersey, CO 80644	
	Donna MacKenzie Williams	704 Fountainhead Blvd #C	Grand Junction, CO 81505	
	Fred James Warren	4271 King Street	Denver, CO 80211	
	Gail A. Pippin	560 S. Crescent Avenue	Independence, MO 64053	
	Helen L. Cook	2124 Kechter Road	Fort Collins, CO 80528	
	James Dean Carney	9242 Grey Cliff Drive	Germantown, TN 38139	
	James Foster	5925 Taylor Draper Cove	Austin, TX 78759	
	Jennifer Foster	7501 Creston Lane	Austin, TX 78752	
	JLW Investment, LLC	351 Glencoe Street	Denver, CO 80220	
	John Foster	7501 Creston Lane	Austin, TX 78752	
	LaVerle Londen	5608 West Yucca Street	Glendale, AZ 85304	
	Leland L. McDonald	431 Topeka Avenue	Leavenworth, KS 66048	
	Linda L. Dobbins	619 South Patterson Ave	Springfield, MO 65802	
	Linda A. Mitchell	719 Paseo Dorado	Pueblo West, CO 81007	
	Linda Pfannenstiel	13931 East Marina Drive, Unit 602	Aurora, CO 80014	
	Lois E. Steiner	5107 Shady Dell Trail	Knoxville, TN 37914	
	Lori McDonald Petersen	2920 45th Avenue	Greeley, CO 80634	
	Martha Brown Crouch	115 Northview Place	Windsor, MO 65360	
	Mary Gayle McDonald	2228 Dunbar Court	Longmont, CO 80501	
	Michael E. Potter	5705 Westbound 40 Highway	Blue Springs, MO 64015	
	Mojack Interests, LLLP	38375 CR 55	Eaton, CO 80615	
	Nancy Kern	P.O. Box 496	Gilcrest, CO 80623	
	NG Resources, LLC	9896 Clairton Way	Highlands Ranch, CO 80126	
	Old West Tours	110 E. Center Street, PMB 1989	Madison, SD 57042-2908	
	Paula J. Mitchell	325 Brentwood	Pueblo, CO 81008	
	Randy McDonald	3102 17th Avenue #3	Greeley, CO 80631	
	Raymond G. Dewey, Jr.	1011 Cottonwood Place NW	Albuquerque, NM 87107	
	Richard Hime	5 Briargate Place	Pueblo, CO 81001	
	Robbie Mae Warren	2319 West 18th Street	Greeley, CO 80634	
	Ted McDonald	851 W. Mulberry Street	Louisville, CO 80027	
	Terry J. McDonald	83100 Bradford Road	Creswell, OR 97426	
	Tim McDonald	4554 Ivy Street	Springfield, OR 97478	
	Vicky Mangan	5286 S. Jamaica Way	Englewood, CO 80111	
	Wallace Roy MacKenzie	20188 Klyne Street	Corona, CA 92881	
	Weld County, Colorado	P.O. Box 758	Greeley, CO 80631	

PROPOSED 318A.e. SPACING UNIT

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

SEC. 28: E2E2

SEC. 33: E2E2



WELL MOJACK O-28HN TO BE LOCATED 230' FNL AND 1698' FEL, SEC. 28, T7N, R64W

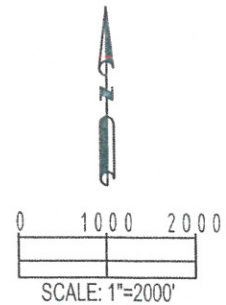
LEGEND

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

SURFACE LOCATION
 GROUND ELEVATION= 4900'
 NAD83
 LATITUDE= 40.550686°
 LONGITUDE= 104.551303°

LANDING POINT LOCATION
 NAD83
 LATITUDE= 40.550119°
 LONGITUDE= 104.547027°

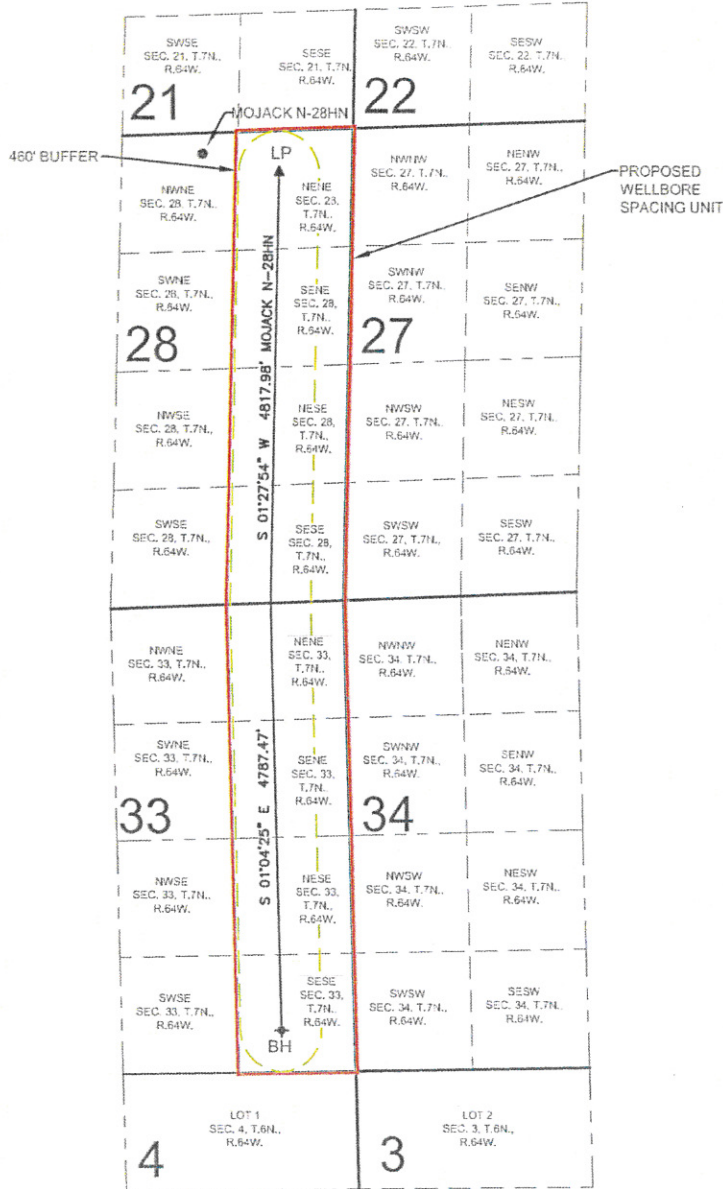
BOTTOM HOLE LOCATION
 NAD83
 LATITUDE= 40.523746°
 LONGITUDE= 104.547521°



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.
	DRAWING DATE: 08-14-15	BY: SNC
WELD COUNTY, COLORADO		

PROPOSED 318A.e. SPACING UNIT

SECTION 28, TOWNSHIP 7 NORTH, RANGE 64 WEST, 6TH P.M.
 SEC. 28: E2E2
 SEC. 33: E2E2



WELL MOJACK N-28HN TO BE LOCATED 230' FNL AND 1716' FEL, SEC. 28, T7N, R64W

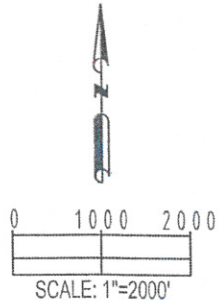
LEGEND

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

SURFACE LOCATION
 GROUND ELEVATION= 4900'
 NAD83
 LATITUDE= 40.550684°
 LONGITUDE= 104.551368°

LANDING POINT LOCATION
 NAD83
 LATITUDE= 40.550097°
 LONGITUDE= 104.548217°

BOTTOM HOLE LOCATION
 NAD83
 LATITUDE= 40.523740°
 LONGITUDE= 104.548708°



PREPARED BY PFS 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 08-14-15	
BY: SNC	CHECKED: 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 A 320-ACRE WELLBORE SPACING UNIT)
LOCATED IN SECTIONS 28 AND 33,)
TOWNSHIP 7 NORTH, RANGE 64 WEST, 6TH)
P.M., WATTENBERG FIELD, WELD COUNTY,)
COLORADO.)

Cause No. 407

Docket No. 160300122

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 January 13, 2016, 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.

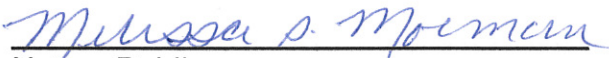


Joseph C. Pierzchala

Subscribed and sworn to before me January 14, 2016.

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