

**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 CODELL FORMATION IN A )  
640-ACRE WELLBORE SPACING UNIT )  
LOCATED IN SECTIONS 27, 28, 33 AND 34, )  
TOWNSHIP 7 NORTH, RANGE 64 WEST, 6TH )  
P.M., WATTENBERG FIELD, WELD COUNTY, )  
COLORADO. )

Cause No. 407

Docket No. 160300123

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 an approximate 640-acre wellbore spacing unit for the W $\frac{1}{2}$ W $\frac{1}{2}$  of Section 27, the E $\frac{1}{2}$ E $\frac{1}{2}$  of Section 28, the E $\frac{1}{2}$ E $\frac{1}{2}$  of Section 33, and the W $\frac{1}{2}$ W $\frac{1}{2}$  of Section 34, Township 7 North, Range 64 West, 6th P.M., Weld County, Colorado for the development and production from the Codell 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 wellbore spacing unit comprised of the following lands ("Application Lands"):

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

Section 27: W $\frac{1}{2}$ W $\frac{1}{2}$

Section 28: E $\frac{1}{2}$ E $\frac{1}{2}$

Section 33: E $\frac{1}{2}$ E $\frac{1}{2}$

Section 34: W $\frac{1}{2}$ W $\frac{1}{2}$

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. Applicant will drill the Mojack P-28HC well (API# 05-123-39829), 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 Codell 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 Codell Formation.

3. 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 P-28HC well.

4. 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 P-28HC well.

5. 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.

6. 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 Codell 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 he Mojack P-28HC well.

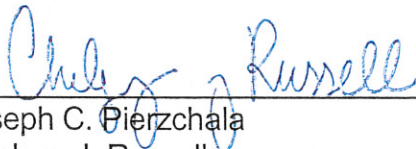
C. Providing that the interests of any owners, with whom the Applicant has been unable to secure a lease or other agreement to participate in the drilling of the authorized well, are pooled by operation of statute, pursuant to Section 34-60-116(7), C.R.S., and made subject to the cost recovery provisions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

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


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

EXHIBIT A

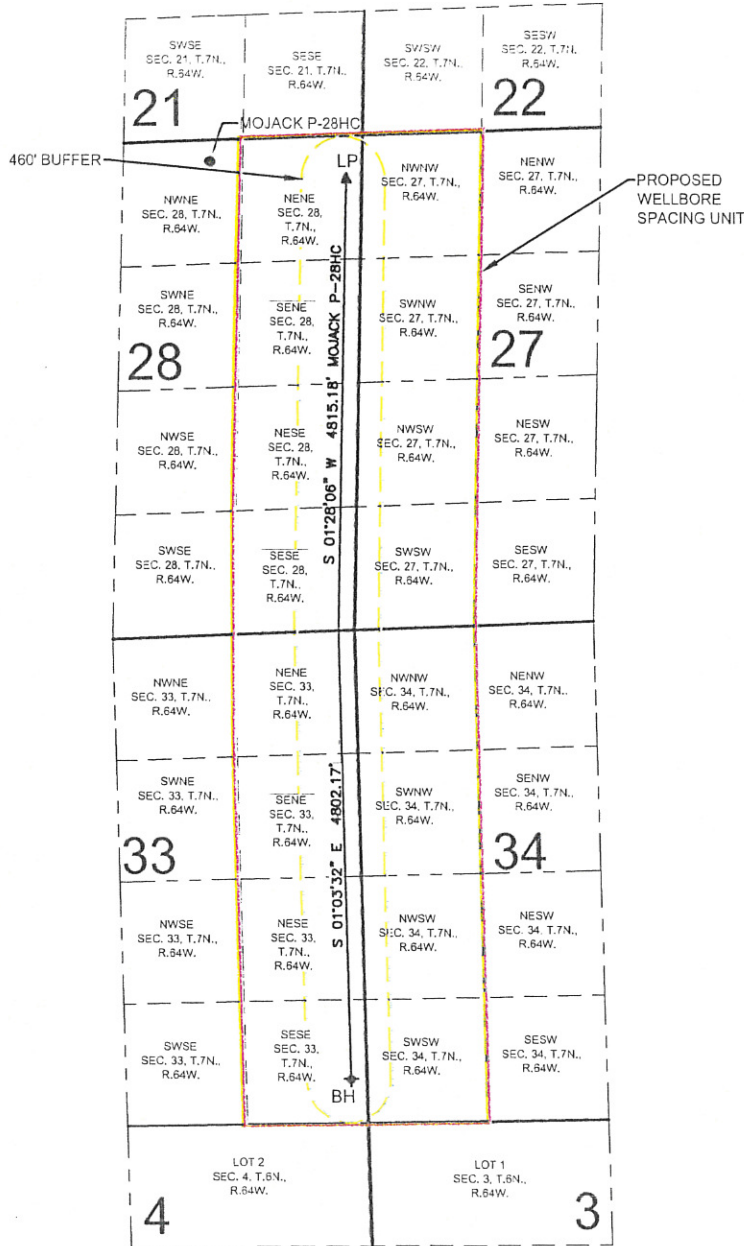
<b>Ownership: Mojack P-28HC</b>			
Township 7 North, Range 64 West			
Section 27: W/2W/2			
Section 28: E/2E/2			
Section 33: E/2E/2			
Section 34: W/2W/2			
Containing 640.52 acres, more or less			
<b>1</b>	<b>UNLEASED OIL AND GAS INTERESTS</b>	<b>STREET</b>	<b>CITY, STATE ZIP</b>
			<b>Country</b>
	Bob McDonald	90360 Shadows Drive	Springfield, OR 97478
	Rick McDonald	90360 Shadows Drive	Springfield, OR 97478
	Nola Kari	90360 Shadows Drive	Springfield, OR 97478
	Elnora Fox	107 N Alexander	Farmington, MO 63640
<b>2</b>	<b>NON-CONSENTING WI OWNERS</b>	<b>STREET</b>	<b>CITY, STATE ZIP</b>
			<b>Country</b>
	Welco Operating, LLC	1120 Lincoln St. Suite 1605	Denver, CO 80203
	WYOTEX Oil Company	PO Box 280969	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
	Noble Energy, Inc.	1625 Broadway, Suite 2000	Denver, CO 80202
	Lilis Energy, Inc. f/k/a Recovery Energy, Inc.	1900 Grant Street, Suite 720	Denver, CO 80203
	Grizzly Petroleum Company, LLC	1801 Broadway, Suite 500	Denver, CO 80202
			Canada
<b>3</b>	<b>CONSENTING WI OWNERS</b>	<b>STREET</b>	<b>CITY, STATE ZIP</b>
			<b>Country</b>
	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
<b>4</b>	<b>ROYALTY OWNERS</b>	<b>STREET</b>	<b>CITY, STATE ZIP</b>
			<b>Country</b>
	Anadarko E&P Onshore LLC	1099 18th Street	Denver, CO 80202
	Anadarko Land Corp.	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
	Carol A. Tveitmo	9155 Ellis Way	Arvada, CO 80005
	Cary A. Kincade	525 Jefferson St.	Pueblo, CO 81004
	Centennial Mineral Holdings, LLC	5950 Cedar Springs Road, Suite 200	Dallas, TX 75235
	Charles Dewey Warren	2405 Baystone Court	Colorado Springs, CO 80921
	Darene (Malot) 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
	Double Arrow Energy Company	7415 South 170th Street	Omaha, NE 68136
	Double Arrow Ranch Trust utd dated October 26, 2000, John Robert Christiansen, Trustee	7415 South 170th Street	Omaha, NE 68136
	Edith A. Christiansen	7415 South 170th Street	Omaha, NE 68136
	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
	Larry Lang	8054 Moore St.	Arvada, CO 80005
	Linda L. Dobbins	619 South Patterson Ave	Springfield, MO 65802
	LaVerle Londen	5608 West Yucca Street	Glendale, AZ 85304
	Leland L. McDonald	431 Topeka Avenue	Leavenworth, KS 66048
	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
	Tatman's Tired Hand Ranch, LLC	36254 County Road 55	Eaton, CO 80615
	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
	Troy E. Richter and Traci C. Richter, joint tenants	36392 County Road 55	Eaton, CO 80615
	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. 27: W2W2, SEC. 28: E2E2

SEC. 33: E2E2, SEC. 34: W2W2



WELL MOJACK P-28HC TO BE LOCATED 230' FNL AND 1680' FEL, SEC. 28, T7N, R64W

### LEGEND

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

### SURFACE LOCATION

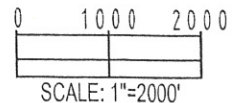
GROUND ELEVATION= 4901'  
 NAD83  
 LATITUDE= 40.550687°  
 LONGITUDE= 104.551239°

### LANDING POINT LOCATION

NAD83  
 LATITUDE= 40.550141°  
 LONGITUDE= 104.545837°

### BOTTOM HOLE LOCATION

NAD83  
 LATITUDE= 40.523751°  
 LONGITUDE= 104.546334°



PREPARED BY



FIELD DATE:  
02-05-14

DRAWING DATE  
08-14-15

BY: **SNC** CHECKED: **WDW**

SURFACE LOCATION:

NW 1/4 NE 1/4,  
SEC. 28, T7N, R64W, 6TH P.M.

WELD COUNTY, COLORADO

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 CODELL FORMATION IN A )  
640-ACRE WELLBORE SPACING UNIT )  
LOCATED IN SECTIONS 27, 28, 33 AND 34, )  
TOWNSHIP 7 NORTH, RANGE 64 WEST, 6TH )  
P.M., WATTENBERG FIELD, WELD COUNTY, )  
COLORADO. )

Cause No. 407  
Docket No. 160300123  
Type: POOLING

AFFIDAVIT OF MAILING

STATE OF COLORADO §  
CITY AND COUNTY OF DENVER §

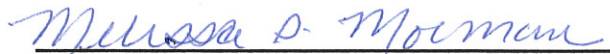
I, Joseph C. Pierzchala, of lawful age, and being first duly sworn upon my oath, state and declare:

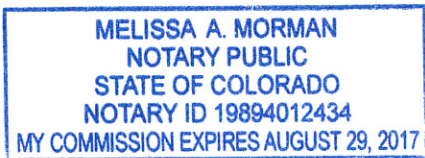
That I am the attorney for Bayswater Exploration & Production, LLC and that on or before January 13, 2016, I caused a copy of the attached Application to be deposited in the United States mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

  
\_\_\_\_\_  
Joseph C. Pierzchala

Subscribed and sworn to before me January 14, 2016.

Witness my hand and official seal.

  
\_\_\_\_\_  
Notary Public  
My commission expires: 8/29/2017



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 )  
CODELL FORMATION IN A 640-ACRE )  
WELLBORE SPACING UNIT LOCATED IN )  
SECTIONS 27, 28, 33 AND 34, TOWNSHIP )  
7 NORTH, RANGE 64 WEST, 6TH P.M., )  
WATTENBERG FIELD, WELD COUNTY, )  
COLORADO. )

Cause No. 407

Docket No. 160300123

Type: POOLING

SUPPLEMENTAL EXHIBIT A

Tim McDonald  
4080 North St.  
Springfield, OR 97478-6518



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 )  
CODELL FORMATION IN A 640-ACRE )  
WELLBORE SPACING UNIT LOCATED IN )  
SECTIONS 27, 28, 33 AND 34, TOWNSHIP )  
7 NORTH, RANGE 64 WEST, 6TH P.M., )  
WATTENBERG FIELD, WELD COUNTY, )  
COLORADO. )

Cause No. 407

Docket No. 160300123

Type: POOLING

SECOND SUPPLEMENTAL EXHIBIT A

Edith A. Christiansen  
**6312 Deframe Way**  
**Arvada, CO 80004**

Lois E. Steiner  
**117 Chancellors Lane**  
**Knoxville, TN 37934**