

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 AND CODELL)
FORMATIONS IN SIX APPROXIMATE 240-)
ACRE WELLBORE SPACING UNITS AND)
FOUR APPROXIMATE 480-ACRE WELLBORE)
SPACING UNITS LOCATED IN SECTIONS 9,)
10, 15, AND 16, TOWNSHIP 5 NORTH, RANGE)
65 WEST, 6TH P.M., WATTENBERG FIELD,)
WELD COUNTY, COLORADO.)

Cause No. 407
Docket No. 160400173
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 (1) one approximate 480-acre wellbore spacing unit ("WSU") covering the S $\frac{1}{2}$ NE $\frac{1}{4}$, N $\frac{1}{2}$ SE $\frac{1}{4}$ of Section 9 and the S $\frac{1}{2}$ N $\frac{1}{2}$, N $\frac{1}{2}$ S $\frac{1}{2}$ of Section 10; (2) three approximate 240-acre WSUs covering the N $\frac{1}{2}$ SE $\frac{1}{4}$ of Section 9 and the N $\frac{1}{2}$ S $\frac{1}{2}$ of Section 10; (3) two approximate 480-acre WSUs covering the SE $\frac{1}{4}$ of Section 9 and the S $\frac{1}{2}$ of Section 10; (4) three approximate 240-acre WSUs covering the S $\frac{1}{2}$ SE $\frac{1}{4}$ of Section 9 and the S $\frac{1}{2}$ S $\frac{1}{2}$ of Section 10; and (5) one approximate 480-acre WSU covering the S $\frac{1}{2}$ SE $\frac{1}{4}$ of Section 9, the S $\frac{1}{2}$ S $\frac{1}{2}$ of Section 10, the N $\frac{1}{2}$ N $\frac{1}{2}$ of Section 15 and the N $\frac{1}{2}$ NE $\frac{1}{4}$ of Section 16, all in Township 5 North, Range 65 West, 6th P.M., Weld County, Colorado for development and production from the Niobrara (WSU Nos. 1, 2, 4-7, 9 and 10) and Codell (WSU Nos. 3 and 8) Formations. 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 WSUs comprised of the following lands ("Application Lands"):

WSU No. 1:

Township 5 North, Range 65 West, 6th P.M.
Section 9: S $\frac{1}{2}$ NE $\frac{1}{4}$, N $\frac{1}{2}$ SE $\frac{1}{4}$
Section 10: S $\frac{1}{2}$ N $\frac{1}{2}$, N $\frac{1}{2}$ S $\frac{1}{2}$

WSU Nos. 2, 3, and 4:

Township 5 North, Range 65 West, 6th P.M.

Section 9: N $\frac{1}{2}$ SE $\frac{1}{4}$

Section 10: N $\frac{1}{2}$ S $\frac{1}{2}$

WSU Nos. 5 and 6:

Township 5 North, Range 65 West, 6th P.M.

Section 9: SE $\frac{1}{4}$

Section 10: S $\frac{1}{2}$

WSU Nos. 7, 8, and 9:

Township 5 North, Range 65 West, 6th P.M.

Section 9: S $\frac{1}{2}$ SE $\frac{1}{4}$

Section 10: S $\frac{1}{2}$ S $\frac{1}{2}$

WSU No. 10:

Township 5 North, Range 65 West, 6th P.M.

Section 9: S $\frac{1}{2}$ SE $\frac{1}{4}$

Section 10: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 15: N $\frac{1}{2}$ N $\frac{1}{2}$

Section 16: N $\frac{1}{2}$ NE $\frac{1}{4}$

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. Applicant drilled the following wells in the Application Lands, each of which is located in a separate Wellbore Spacing Unit ("WSU") established pursuant to Rule 318A.

(a) **WSU No. 1:** Arellano K-10-9HN well (API# 05-123-41106), spud on or about March 25, 2015. The above-described horizontal well is designed to test and produce gas and associated hydrocarbons from the **Niobrara Formation** underlying the Application Lands.

- (b) **WSU No. 2:** Arellano L-10-9HN well (API# 05-123-41113), spud on or about March 26, 2015. The above-described horizontal well is designed to test and produce gas and associated hydrocarbons from the **Niobrara Formation** underlying the Application Lands.
- (c) **WSU No. 3:** Arellano M-10-9HC well (API# 05-123-41107), spud on or about March 27, 2015. The above-described horizontal well is designed to test and produce gas and associated hydrocarbons from the **Codell Formation** underlying the Application Lands.
- (d) **WSU No. 4:** Arellano N-10-9HN well (API# 05-123-41112), spud on or about March 27, 2015. The above-described horizontal well is designed to test and produce gas and associated hydrocarbons from the **Niobrara Formation** underlying the Application Lands.
- (e) **WSU No. 5:** Arellano O-10-9HN well (API# 05-123-41110), spud on or about March 30, 2015. The above-described horizontal well is designed to test and produce gas and associated hydrocarbons from the **Niobrara Formation** underlying the Application Lands.
- (f) **WSU No. 6:** Arellano P-10-9HN well (API# 05-123-41109), spud on or about March 30, 2015. The above-described horizontal well is designed to test and produce gas and associated hydrocarbons from the **Niobrara Formation** underlying the Application Lands.
- (g) **WSU No. 7:** Arellano Q-10-9HN well (API# 05-123-41108), spud on or about March 31, 2015. The above-described horizontal well is designed to test and produce gas and associated hydrocarbons from the **Niobrara Formation** underlying the Application Lands.
- (h) **WSU No. 8:** Arellano R-10-9HC well (API# 05-123-41105), spud on or about April 1, 2015. The above-described horizontal well is designed to test and produce gas and associated hydrocarbons from the **Codell Formation** underlying the Application Lands.
- (i) **WSU No. 9:** Arellano S-10-9HN well (API# 05-123-41111), spud on or about April 2, 2015. The above-described horizontal well is designed to test and produce gas and associated hydrocarbons from the **Niobrara Formation** underlying the Application Lands.
- (j) **WSU No. 10:** Arellano T-10-9HN well (API# 05-123-41114), spud on or about April 2, 2015. The above-described horizontal well is designed to test and produce gas and associated hydrocarbons from the **Niobrara Formation** underlying the Application Lands.

(collectively, the "Arellano Wells").

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 in WSU Nos. 1, 2, 4-7, 9 and 10 and for the development and operation of the Codell Formation in WSU Nos. 3 and 8.

6. Applicant certifies that, at least thirty-five (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 Arellano 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 each of the Arellano Wells, in or with respect to each separate WSU.

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 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 Nos. 1, 2, 4-7, 9 and 10 and the Codell Formation in WSU Nos. 3 and 8.

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 following wells in the following units:

WSU No. 1 – Arellano K-10-9HN well (API# 05-123-41106) – Niobrara Formation
WSU No. 2 – Arellano L-10-9HN well (API# 05-123-41113) – Niobrara Formation
WSU No. 3 - Arellano M-10-9HC well (API# 05-123-41107) – Codell Formation
WSU No. 4 - Arellano N-10-9HN well (API# 05-123-41112) – Niobrara Formation
WSU No. 5 - Arellano O-10-9HN well (API# 05-123-41110) – Niobrara Formation
WSU No. 6 - Arellano P-10-9HN well (API# 05-123-41109) – Niobrara Formation

WSU No. 7 - Arellano Q-10-9HN well (API# 05-123-41108) – Niobrara Formation
WSU No. 8 - Arellano R-10-9HC well (API# 05-123-41105) – Codell Formation
WSU No. 9 - Arellano S-10-9HN well (API# 05-123-41111) – Niobrara Formation
WSU No. 10 - Arellano T-10-9HN well (API# 05-123-41114) – Niobrara Formation

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 Application Lands.

Dated this 18th day of February, 2016

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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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

EXHIBIT A - Arellano Wells

Unleased Owners

Name
Abelardo Vega
Able Vega
Antonio Chairez Gallegos and Anita Salazar, joint tenants
Athumani P. Kashindi
Audrey Anderson and Richard Anderson, Jr.
Balsam Village Homeowners Association of Greeley
Barbara M. Flores and Tansi M. Hayes, joint tenants
Batazame Museke
Celso Torres and Luzelena Bonilla Torres, joint tenants
Charles M. King and Johnna S. King, joint tenants
City of Greeley
Daniel Chaparro Sotelo and Ana Maria Espinoza, joint tenants
David Garcia
Debi Goble and "Sherri S."
Doeringsfeld and Arata, a joint venture
Dustin H. Bailey
Estate of Eldon Nephew
Eleobardo Barraza Bueno
Elsa M. Dominguez DeHernandez
Harold Dill and Dorothy A. Dill, joint tenants
Heirs or devisees of John J. McNamara (dod - 1/1993)
Heirs or devisees of Rita Archer, who appear to be Della May Sorensen
Herbies Homes LLC
Jaime Lozano and Lilitiana Lozano, joint tenants
Janeen Deeley Hagan, Gary Allen Hagan, Joy Louise Ash and Mark Deeley Hagan, trustees U/W/O George Allen Hagan
Jarred Paul Sater
Jesus Cuevas
Joann Ries and Irine A. Sindi
Joel Martinez and Valerie Martinez, joint tenants
Jonathan B. Bailey
Jose Adan Leos
Jose Lopez aka Jose G. Lopez
Jose Rubio and Sandra Rubio, joint tenants
Heirs of Joseph Dillon, who appear to be Gari Dillon
Juan Gonzalez Castillo and Luz Elena Garcia De Gonzalez, joint tenants
Leonard Gonzales
Lila R. Bond aka Lila Bond
Linda Mohrlang
Lizette Loya
Lucila Diaz
Luis Ortega and Isabel Ortega, joint tenants
Mable Gible
Maria A. Garcia and Ramiro Tapia, joint tenants
Maria Conchas

Leia G. Ursery as Successor Personal Representative of the Estate of Marjorie H. Williams
Mirna Delemus Lara
Randee Lynn Harris and David K. Harris, Jr., joint tenants
Ray Jarman
Rene Godinez
Robert C. Francis and Mary Lou Francis, joint tenants
Rodney R. Martinez
Santos Torres
Shane C. Morland
Snowdance Group, LLC
The heirs of John Matthew Dillon
Timothy L. Masters
Vedas Investments, LLC
Venustiano Del Rosario Naranjo Garcia

Consenting WI Owners

Name
Arlo L. Richardson
Bayswater Blenheim Holdings II, LLC
Bayswater Exploration & Production, LLC
PDC Energy, Inc.
Richmark Energy Partners, LLC

Royalty Owners

Name
1280 Horizons LLC
1831 E. 16th Street, LLC
909, L.L.C., a Colorado limited liability company
Donna M. Brenckle
A. Gordon Brenckle
Abelardo Vega
Ace Enterprise, LLC
Acoma Energy LLC
Adrian G. Esquibel
Alejo Garcia and Ofelia Garcia, joint tenants
Alex K. Nelson
Alfonso F. Griego
Alvin William Davis
Amado Ruben Jimenez
American Minerals LLC
Andres G. Guerrero
Anne W. Schenkman
Anthony Energy, Ltd.
Anthony Machado and Marlene Machado, joint tenants
Anthony S. Rogers
Antonio Corrales and Rosalia Corrales, tenants in common
Archie G. Gibson and Louise S. Gibson, joint tenants
Ava M. Hoyland

B. Kent Hoffman and Diane E. Hoffman, joint tenants
Barbara Jo Sealey
Barbara Varra
Bettie Miller
Bettie Shepherd
Betty L. Sorge and Robert A. Sorge, joint tenants
Blas Refugio Guerra and Carmen Guerra, joint tenants
Bobby Arellano and Patty J. Arellano, tenants in common
Bonnie L. Todd LLC
Bradley D. Bauer and Jennifer J. Bauer, joint tenants
Brendon S. McBee and Amy J. McBee, joint tenants
Brian Lee Schell
Bruce Duell
Bryan M. Hampton and Rhonda D. Hampton, joint tenants
C Investments LLC
Calvin D. Kirkham and Deborah J. Kirkham, joint tenants
Carl J. Kerksiek and Kathleen L. Kerksiek, joint tenants
Charlene M. Griego
Carmen D. Duran
Carrie Elizabeth Green
Carrie L. Adolf
Cayman Resources, Inc.
Centennial Royalty, JV
Charles A. Lesser and Alice Lesser, joint tenants
Charles Bonertz
Charles Bowman
Charles E. Kinsey
Charles J. Seier and Patty A. Seier, joint tenants
Clay A. Adams
Clayton L. Vandergriff
Clifford W. Clift, Jr. and Sally J. Clift, joint tenants
Corwin L. Carlson and Katherine J. Carlson, joint tenants
Cozzens Living Trust, Elmer Dean Cozzens, Trustee
CP Rentals, LLC
Craig S. Walter and Delores J. Walter, joint tenants
Curtis D. Jordan
Cynthia K. York and Douglas D. York, joint tenants
Cynthia Spurlock
Dale E. Watson and Rebecca Kelly Watson, joint tenants
Daniel T. Tucker and Sherri C. Tucker, joint tenants
Danny L. Krien
Darlene A. Flattum
Darrel D. Chapman and Sharlene A. Chapman, joint tenants
Darrell Drewer and Kathleen Drewer, joint tenants
DAV Investments, LLC
David Frank Green
David J. Knoedler and Margaret M. Knoedler, joint tenants
David L. Overstreet
David L. Reed and Donna J. Reed, joint tenants
David O. Nail

David W. Cook and Janet L. Cook, joint tenants
De Soto Royalty LLC
Debra Vogler
Dee Ann Cosner
Delbert E. West
Delia Ramirez
Destiny Barber
Dios del Mar Royalty Holding Company, LLC
Donald E. Hoyland
Donald E. Steinmetz, Jr., and Michelle L. Steinmetz, joint tenants
Donald G. Brown and Joann Lucille Brown, joint tenants
Donald R. Kelly and Mary J. Kelly, joint tenants
Donna Steinmetz
Donovan Barber
Doris Suiter
Dorothy Arnold
Douglas C. Uyemura and Dorothy Y. Uyemura, joint tenants
Douglas J. Staudinger
Dwight J. Zundel and Barbara A. Zundel, joint tenants
Edgar N. Vega and Marisela Vega, joint tenants
Edna L. Mata and Joe P. Mata, joint tenants
Edna L. Meyer and Judy K. Meyer, joint tenants
Edward Duff and Amy Duff, joint tenants
Edward Galloway
Edward William Pierce and Jone M. Pierce, joint tenants
Elaine Petrie
Elisabeth M. Ganucheau
Elizabeth Jean Yauchzee Trust, dated June 26, 2006
Eloise Kleving
Eltife Properties, Ltd.
Eric A. Corral and Maria S. Lopez, joint tenants
Ethel Lorraine Ross
Farr Farms Company
Farrington Children's Trust, Walter L. Farrington, Trustee
Florence Treiber
Frank C. Cordova and Leah J. Cordova, joint tenants
Frank P. Ganucheau, III
Fred A. Seelhoff and Kelly M. Seelhoff, joint tenants
Fred A. Tjardes and Geraldine A. Tjardes, joint tenants
G.R. Coddington Ventures, Ltd.
Gay Meredith Brooks
GC Wattenberg Partners, LP
Genaro Nunez and Rosa M. Vega-Nunez, joint tenants
George W. Hildred
Gerry A. Sanderson and Kristi S. Sanderson, joint tenants
Glen W. Poage and Kathleen A. Poage, joint tenants
Graciela Quinonez and Veronica Y. Gutierrez, joint tenants
Gregory L. Greiner and Carol A. Greiner, joint tenants
Gwenevera R. Early
Harold Bonertz

Harold F. Satur and Doris I. Satur, tenants in common
Helen Crews
Herbert H. Duell
Hipolito E. Robledo
Holly S. King
Imogene Reifenrath
Integrity Trucking, LLC
Irene Duell
Ivan Lee Mayberry and Sandra Lee Mayberry, joint tenants
J Quarter Circle Mineral Co.
J. Kenneth Harsh Trust
Jack J. Yarmer and Marjorie Kay Yarmer, joint tenants
Jackie Ray Richter and Olive M. Richter, joint tenants
Jake H. Haas
James Arnold and Dorothy Mae Arnold, joint tenants
James D. Stanley and Susanne R. Stanley, joint tenants
James E. Vetting and Michele I. Vetting, tenants in common
James L. Green
James L. Lambert
James P. Luckerath
James Serna
James Vaughn and Jean K. Vaughn, joint tenants
Jane B. Arata
Jane F. Wheeler
Barbara W. Tokunaga
Nancy W. Leone
Janet K. Schmidt
Janice D. Meeker
Jason Bricker
Jason T. Campbell and Kristy L. Campbell, joint tenants
Jennifer Cline-Bullock
Jerrod Breithaupt and Tara Breithaupt, joint tenants
Jesus Fuentes
Jesus Vega and Maria Santos Vega, joint tenants
Jim Landry
Jimmie L. Miller and Mary Ann Miller, joint tenants
Jimmy Lee Heinze and Jo Ann Victoria Heinze, joint tenants
Joel F. Kniffen
John A. Gaa and Rosalinda Bernal Andrade Gaa, joint tenants
John A. Locke and Georgia E. Locke, joint tenants
John A. Paben and Lucille L. Paben, joint tenants
John Allen Duell
John Herpers and Kristen Herpers, joint tenants
John P. Redmond and Geraldine M. Redmond, joint tenants
John R. Andrews
John R. Andrews and Veronica G. Andrews, joint tenants
John Scheopner
John Timothy
John W. Pfeiderer, Suelyn Rosenquist and Ronald A. Pfeiderer, joint tenants
Johnny Dean Riddle and Mary Annette Riddle, joint tenants

Jorge Morales and Cecilia Morales, tenants in common
Jose Alfredo Orozco
Joseph A. Ford and Cary L. Ford, joint tenants
Joseph McGrath and Pamela Jo McGrath, joint tenants
Joshua Barber
Judith A. Meyer
Judy A. Stevens
Judy K. Meyer
Julian Martinez, Jr.
Julie Trzbiakowski
Justino Arreola Martinez and Tayde Arreola, joint tenants
Katherine Saalwaechter
Kathleen R. Hinojosa
Kathy L. Lower
Kay A. Horn
Kelli N. Miller and Paul A. Dodson, tenants in common
Kenneth D. Jacobs
Kenneth E. Ikenouye and Sandra L. Ikenouye, joint tenants
Kenneth J. Garrett and L. Ellen Garrett, joint tenants
Kenneth L. Conradson and Delores M. Conradson, joint tenants
Kent Brownlee and Nelda Brownlee, joint tenants
Kevin A. Carbaugh and Sharon J. Carbaugh, joint tenants
Kindvall Family Trust, dated November 25, 2015
Kirk R. Erickson and Eileen R. Erickson, joint tenants
Larry Duell
Larry F. Pieper
Laura E. Leonard Insurance Trust I
Lauren B. Holt
Laurie Mullenhauser
Laverne Kast
LC Ventures LLC
Leland H. Laing, Josephine Laing and Wayne Laing, joint tenants
Les M. Cogswell, Jr.
Levi Barber
LHB Ventures, LLC
Life Royalties, Ltd.
Linda S. Cantrell
Lois Knittle
Lola I. Richardson
Loren L. Litz and Lois P. Litz, joint tenants
Lorena L. McCasland and Louis E. McCasland, joint tenants
Lori K. Markley
Loudell K. Dreith
Louise Keffler
Louise L. Kelley
Lowell G. Straight and Dorothy Leona Straight, joint tenants
Lowell J. Armfield and Loretta M. Armfield, joint tenants
Lucille R. Kennedy
Luther Rentals 1328, LLC

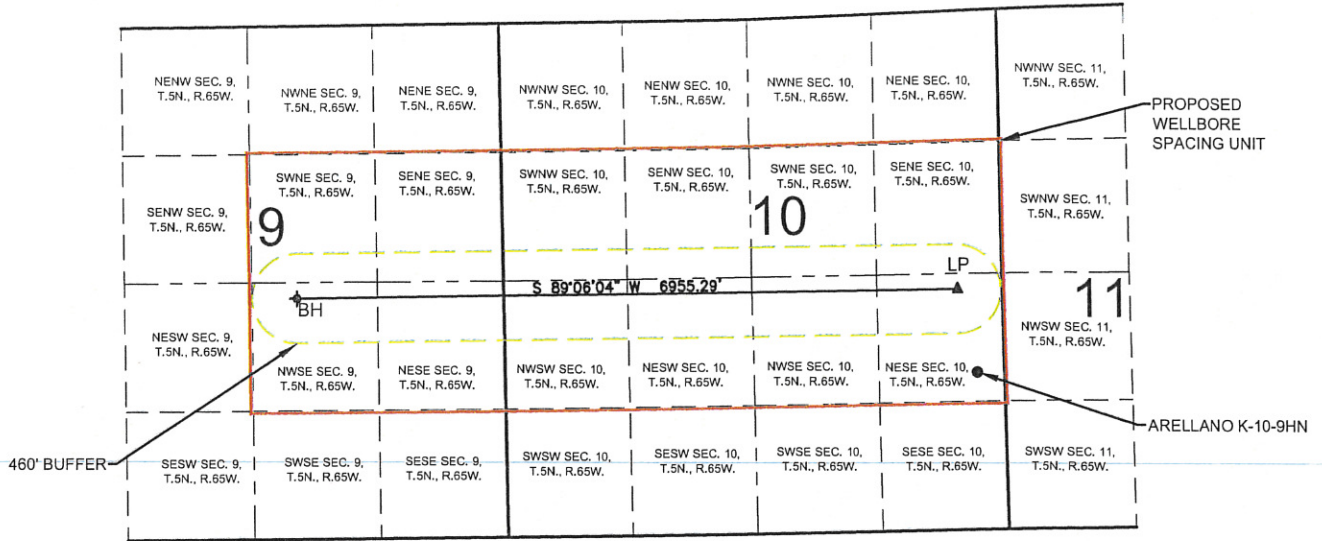
Luther Rentals 1510, LLC
Luther Rentals 1818, LLC
Luther Rentals 1903, LLC
Margaret A. Mantle and Ray E. Mantle, joint tenants
Margaret L. Heywood
Maria F. Sanchez and Lawrence R. Trujillo, joint tenants
Marilyn Frances White
Marilyn R. Hunt Revocable Living Trust
Mario E. Vargas Mendez
Mario Euresti
Mark Bullock
Mark N. Wright and Cheryl K. Wright, joint tenants
Marlys Allison
Martha Salser
Martin Lee Lordemann and Stefanie Hill, joint tenants
Marty K. Erickson and Jennifer R. Erickson, joint tenants
Mary I. Arata
Mary Valdez
Matrix Energy, LLC
Matthew M. Kallsen and Nancy K. Kallsen, joint tenants
MC Oil Well LLC
Michael Barber
Michael D. Swan and Ritha A. Swan, joint tenants
Michael Scott Gardiner and Jill Marion Gardiner, joint tenants
Mid Plains Investment, LLC
Mike D. Scully and Geraldine Scully
Mildred Gobel
Mildred L. Kielian
Mildred Todd
Milford L. Copeland and Margaret L. Copeland, joint tenant
Miriam Key
Nancy J. Dixon
Nancy L. Vega
Nancy S. Swanson
Neal J. Jandreau
Noe David Ramirez and Rosario Ramirez, joint tenants
O. P. Leonard, III
Oak Prairie Oil & Gas LLC
Orange River Royalties, LLP
Overland Minerals & Royalties, LLC
Patricia H. Farrington Trust, Patricia A. Farrington, Trustee
Paul A. Lambert
Paul A. Lightsey and Carol L. Lightsey, joint tenants
Paul J. Johnson and Mary Jane Johnson, tenants in common
Peyton Energy, LP
Philip D. Pringle and Becky A. Pringle, joint tenants
Philip K. Prentice
Pingfen, LLC
Principle Energy, L.L.C.
Raechell C. Stalder

Raul Carrasco and Janie Carrasco, joint tenants
Ray E. Duell
Ray E. Mantle
Ray O. Kane Testamentary Trust
Raymond E. Smith, Jr.
Red Harlan Royalties, Ltd.
Richard Aneshansel and Rita Anshansel, joint tenants
Richard E. Huff
Richard E. Sealey
Richard Espenson
Richard Lee Hinrichs, Leonard R. Hinrichs and Dorothy E. Hinrichs, joint tenants
Richard P. Amaya and Jacqueline C. Dye, joint tenants
Richard Rogers
Richmark Mineral Partners, LLC
Robert Borgers
Robert S. Behrends
Roger Warren
Ronald C. Girton
Ronald D. Redeker and Cynthia Redeker, joint tenants
Ronald Floyd Hirsch and Dorothy J. Hirsch, joint tenants
Ronald Lee Glover and Korina Kay Glover, joint tenants
Ronald Rex Richardson and Alice Marie Richardson, joint tenants
Ronald S. Cobb and Joan C. Cobb, joint tenants
Rory Griego
Rudy's Holding Company LLC
Russel F. Griffin and Zoey D. Griffin, joint tenants
Santos Vega and Luz Yadira Vega, joint tenants
Scott A. Mahaffey and Mary J. Mahaffey, joint tenants
Shawn W. Elliott
Shirley A. Smithson
Shirley Anderson DePorter
Sierra Echo Resources
Simon Rodriguez and Mary Eva Rodriguez, joint tenants
SK Investments, LLC, a Colorado limited liability company
Steitz Family Revocable Living Trust
Stephen W. Kramer and Cynthia A. Kramer, joint tenants
Steve K. Mellin
Steven P. Nagel and Laura N. Nagel, joint tenants
Steven P. Packard and Ronda R. Packard, joint tenants
Steven W. Howland and Margaret A. Howland, joint tenants
Suezann Lois Knoedler

Susan D. McMullen
Susan R. Hanson
Ted Gilliland Revocable Trust dated August 13, 2012
Terry Lee Dill and Sharon Ann Dill, joint tenants
Terry Lynn Wright and Pamela Sue Wright, joint tenants
Terry N. Thomas and Terri L. Thomas, joint tenants
The D&M Burns Living Trust, dated June 14, 2006, Delmar Lee Burns and Mabel Edna Burns, Trustees
The Don E. and Fern L. Parrott Revocable Trust, dated June 3, 1993, Don E. Parrott and Fern L. Parrott, Trustees
The Fowler Revocable Living Trust, dated April 17, 2015, a/k/a The Fowler Revocable Trust dated April 17, 2015
The John D. Stephenson Family Trust
The Western Sugar Cooperative
The William B. Preston Living Trust u/a dated 08/26/97, William B. Preston and Linda L. Preston, Trustees
Thomas H. Marschall and Pamela A. Marschall, joint tenants
Thomas Hill Puff
Thomas J. Lower
Timothy A. Sodman
Timothy J. Dillon and Meg Dillon, joint tenants
Tomas R. Mondragon
Topwater Resources LLC
Tracey Lee Adams
Tracey Lee Riley
Urban H. Doll and Sandra L. Doll, joint tenants
Vanessa Mariana Lamont
Varra Companies, Inc.
Vaughn P. Bartz and Brendal L. Bartz, tenants in common
Veronica Clark
Veronica Gonzalez
Vianey L. Hernandez Torres, Sole Proprietor
Vicenta Van Driel
Vickie Eckhardt
Virgil Miller and Kelley Jean Miller, joint tenants
Virginia C. Linder, Trustee of the Virginia C. Linder Revocable Trust dated April 17, 2012
Walter F. Farrington, Jr.
Walter L. Doeringsfeld, Jr.
Warren W. Cobb and Claudette S. Cobb, joint tenants
Weld County School District No. 6
Weld County, Colorado
Westco Family Limited Partnership
Western Hills Fire Protection District
William D. Vohs and Teresa S. Vohs, joint tenants
William E. Peters and Sharon D. Peters, joint tenants
William G. Clark and Mindy Sue Clark, tenants in common
William H. Schmidt
William R. Dilka and Kathleen A. Dilka, joint tenants
Williams Farm Partnership, LLLP

PROPOSED 318A.e. SPACING UNIT

SECTION 9 & 10, TOWNSHIP 5 NORTH, RANGE 65 WEST, 6TH P.M.



WELL ARELLANO K-10-9HN TO BE LOCATED 1621' FSL AND 287' FEL, SEC. 10, T5N, R65W

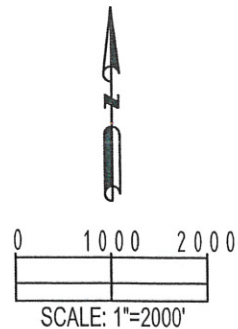
SURFACE LOCATION
 NAD83
 LATITUDE= 40.411044°
 LONGITUDE= 104.641058°

LANDING POINT LOCATION
 NAD83
 LATITUDE= 40.413397°
 LONGITUDE= 104.641750°

BOTTOM HOLE LOCATION
 NAD83
 LATITUDE= 40.413279°
 LONGITUDE= 104.666727°

LEGEND

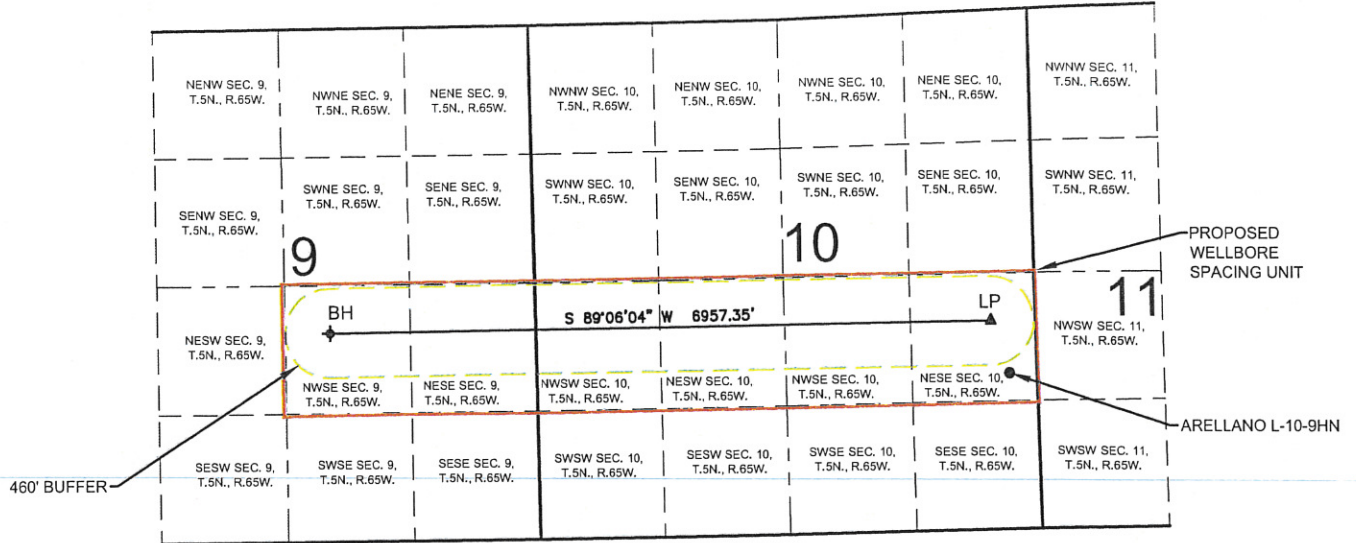
- = PROPOSED WELL LP = LANDING POINT
- ▲ = LANDING POINT BH = BOTTOM HOLE
- ⊕ = BOTTOM HOLE



PREPARED BY: Petroleum Field Services, LLC 7535 Hilltop Circle Denver, CO 80221	FIELD DATE: 06-25-14	SURFACE LOCATION: NE 1/4 SE 1/4, SEC. 10, T5N, R65W, 6TH P.M. WELD COUNTY, COLORADO
	DRAWING DATE: 08-22-14	
BY: TJR	CHECKED: WDW	

PROPOSED 318A.e. SPACING UNIT

SECTION 9 & 10, TOWNSHIP 5 NORTH, RANGE 65 WEST, 6TH P.M.



WELL ARELLANO L-10-9HN TO BE LOCATED 1607' FSL AND 292' FEL, SEC. 10, T5N, R65W

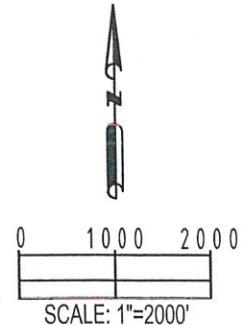
SURFACE LOCATION
 NAD83
 LATITUDE= 40.411005°
 LONGITUDE= 104.641077°

LANDING POINT LOCATION
 NAD83
 LATITUDE= 40.412491°
 LONGITUDE= 104.641736°

BOTTOM HOLE LOCATION
 NAD83
 LATITUDE= 40.412373°
 LONGITUDE= 104.666721°

LEGEND

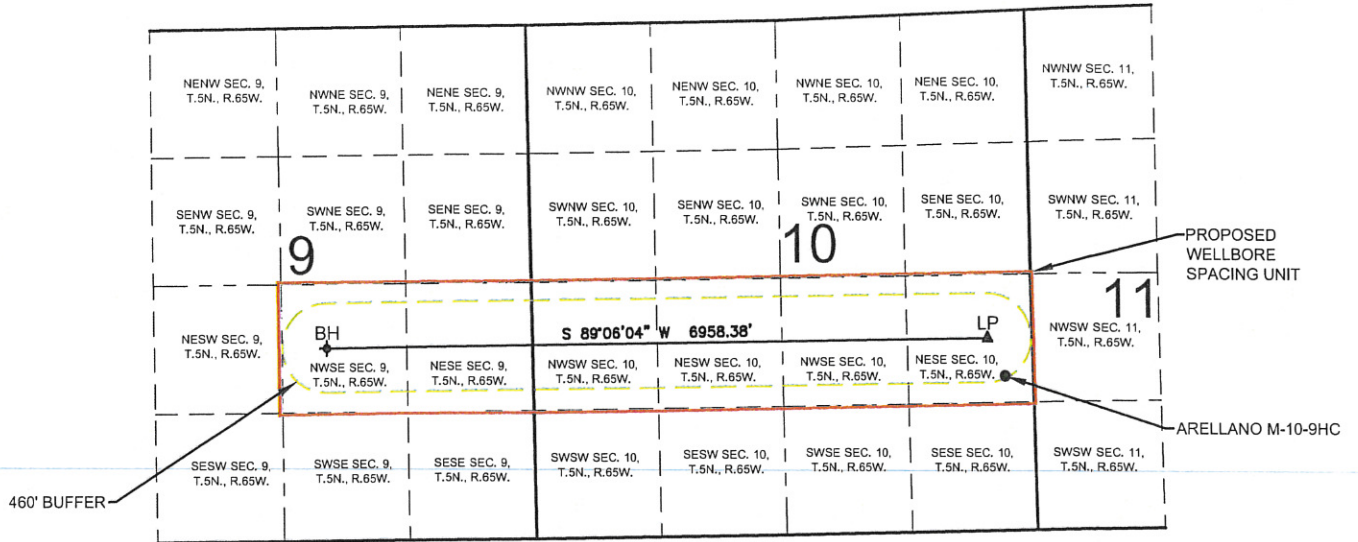
- = PROPOSED WELL LP = LANDING POINT
- ▲ = LANDING POINT BH = BOTTOM HOLE
- ⊕ = BOTTOM HOLE



PREPARED BY: Petroleum Field Services, LLC 7535 Hilltop Circle Denver, CO 80221	FIELD DATE: 06-25-14	SURFACE LOCATION:
	DRAWING DATE: 08-22-14	NE 1/4 SE 1/4, SEC. 10, T5N, R65W, 6TH P.M.
	BY: TJR	CHECKED: WDW

PROPOSED 318A.e. SPACING UNIT

SECTION 9 & 10, TOWNSHIP 5 NORTH, RANGE 65 WEST, 6TH P.M.



WELL ARELLANO M-10-9HC TO BE LOCATED 1593' FSL AND 298' FEL, SEC. 10, T5N, R65W

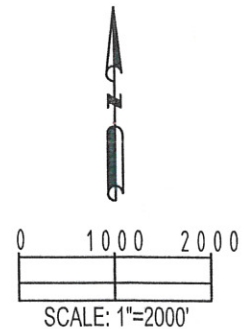
SURFACE LOCATION
 NAD83
 LATITUDE= 40.410966°
 LONGITUDE= 104.641096°

LANDING POINT LOCATION
 NAD83
 LATITUDE= 40.412038°
 LONGITUDE= 104.641730°

BOTTOM HOLE LOCATION
 NAD83
 LATITUDE= 40.411921°
 LONGITUDE= 104.666718°

LEGEND

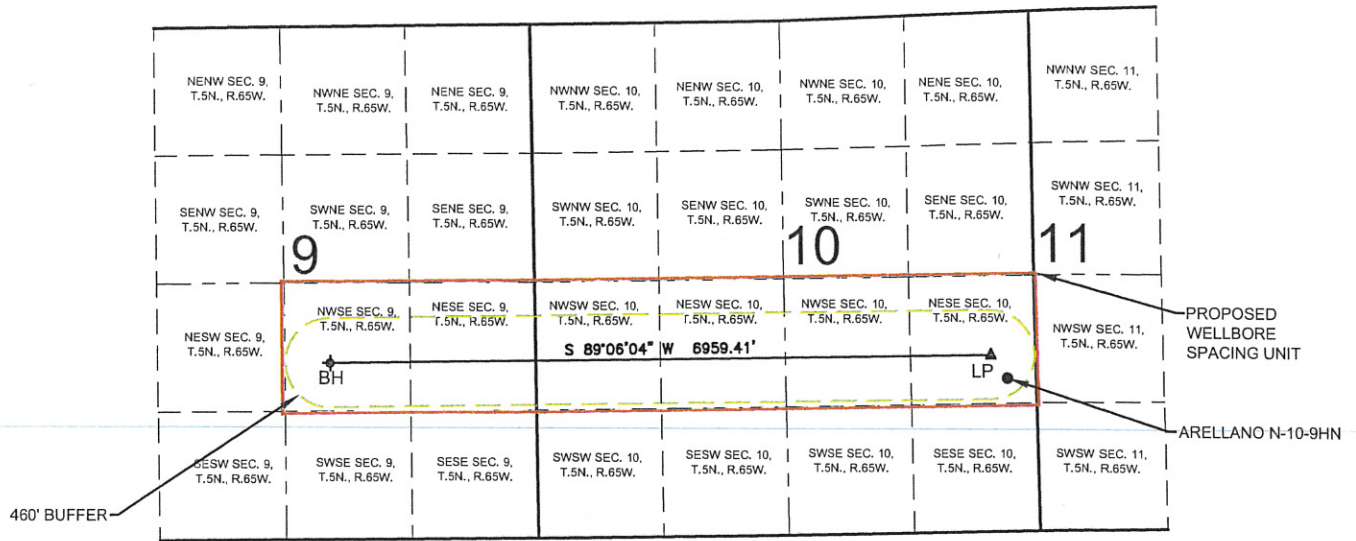
- = PROPOSED WELL LP = LANDING POINT
- ▲ = LANDING POINT BH = BOTTOM HOLE
- ◆ = BOTTOM HOLE



PREPARED BY: PFS Petroleum Field Services, LLC. 7535 Hilltop Circle Denver, CO 80221	FIELD DATE: 06-25-14 DRAWING DATE: 08-22-14 BY: TJR CHECKED: WDW	SURFACE LOCATION: NE 1/4 SE 1/4, SEC. 10, T5N, R65W, 6TH P.M. WELD COUNTY, COLORADO
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PROPOSED 318A.e. SPACING UNIT

SECTION 9 & 10, TOWNSHIP 5 NORTH, RANGE 65 WEST, 6TH P.M.



WELL ARELLANO N-10-9HN TO BE LOCATED 1579' FSL AND 303' FEL, SEC. 10, T5N, R65W

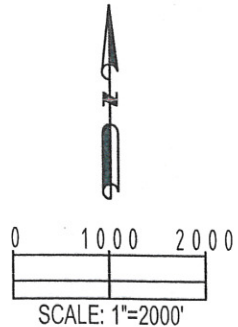
SURFACE LOCATION
 NAD83
 LATITUDE= 40.410928°
 LONGITUDE= 104.641114°

LANDING POINT LOCATION
 NAD83
 LATITUDE= 40.411585°
 LONGITUDE= 104.641723°

BOTTOM HOLE LOCATION
 NAD83
 LATITUDE= 40.411468°
 LONGITUDE= 104.666715°

LEGEND

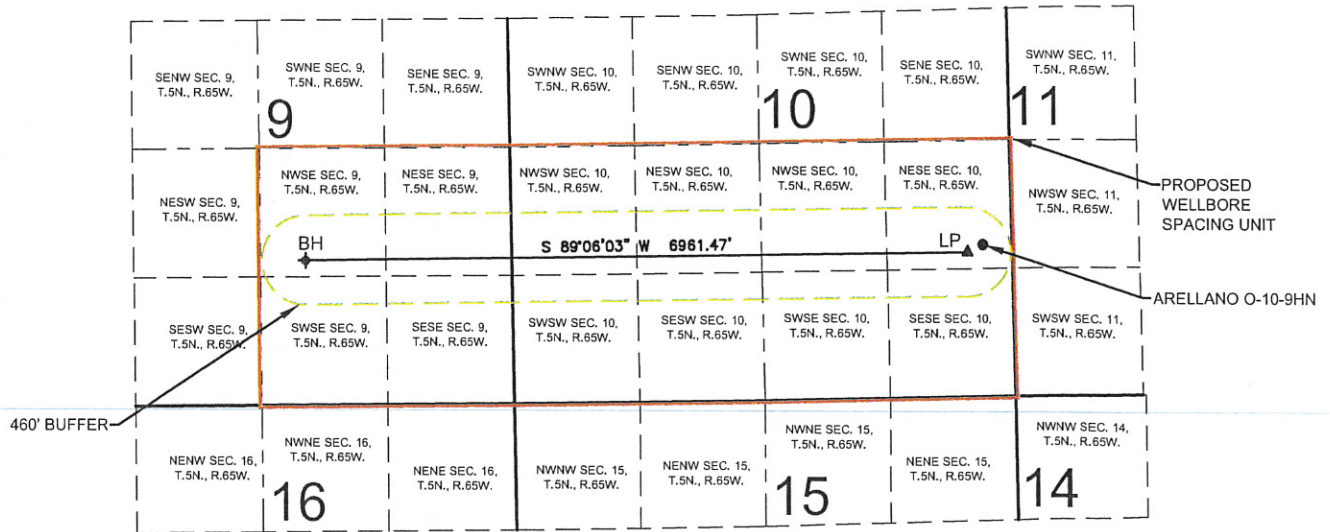
- = PROPOSED WELL LP = LANDING POINT
- ▲ = LANDING POINT BH = BOTTOM HOLE
- ◆ = BOTTOM HOLE



PREPARED BY: Petroleum Field Services, LLC. 7535 Hilltop Circle Denver, CO 80221	FIELD DATE: 06-25-14	SURFACE LOCATION:
	DRAWING DATE: 08-22-14	NE 1/4 SE 1/4, SEC. 10, T5N, R65W, 6TH P.M.
	BY: TJR	CHECKED: WDW

PROPOSED 318A.e. SPACING UNIT

SECTION 9 & 10, TOWNSHIP 5 NORTH, RANGE 65 WEST, 6TH P.M.



WELL ARELLANO O-10-9HN TO BE LOCATED 1565' FSL AND 309' FEL, SEC. 10, T5N, R65W

SURFACE LOCATION

NAD83
 LATITUDE= 40.410889°
 LONGITUDE= 104.641133°

LANDING POINT LOCATION

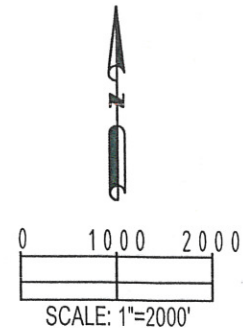
NAD83
 LATITUDE= 40.410679°
 LONGITUDE= 104.641710°


BOTTOM HOLE LOCATION

NAD83
 LATITUDE= 40.410562°
 LONGITUDE= 104.666709°

LEGEND

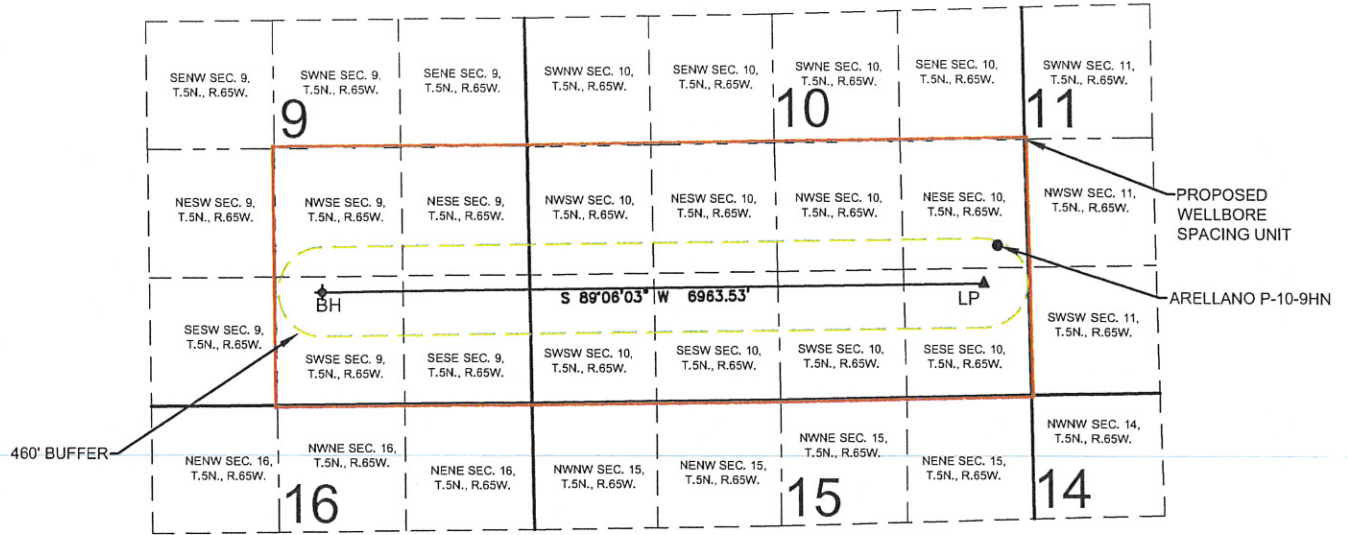
- = PROPOSED WELL LP = LANDING POINT
- ▲ = LANDING POINT BH = BOTTOM HOLE
- ◆ = BOTTOM HOLE



PREPARED BY:  Petroleum Field Services, LLC 7535 Hilltop Circle Denver, CO 80221	FIELD DATE: 06-25-14	SURFACE LOCATION: NE 1/4 SE 1/4, SEC. 10, T5N, R65W, 6TH P.M. WELD COUNTY, COLORADO
	DRAWING DATE: 08-22-14	
BY: TJR	CHECKED: WDW	

PROPOSED 318A.e. SPACING UNIT

SECTION 9 & 10, TOWNSHIP 5 NORTH, RANGE 65 WEST, 6TH P.M.



WELL ARELLANO P-10-9HN TO BE LOCATED 1550' FSL AND 314' FEL, SEC. 10, T5N, R65W

SURFACE LOCATION

NAD83
 LATITUDE= 40.410850°
 LONGITUDE= 104.641152°

LANDING POINT LOCATION

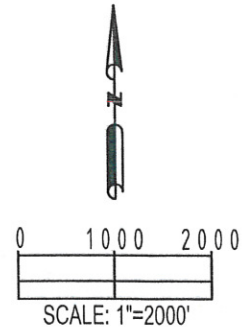
NAD83
 LATITUDE= 40.409774°
 LONGITUDE= 104.641697°

BOTTOM HOLE LOCATION

NAD83
 LATITUDE= 40.409656°
 LONGITUDE= 104.666703°

LEGEND

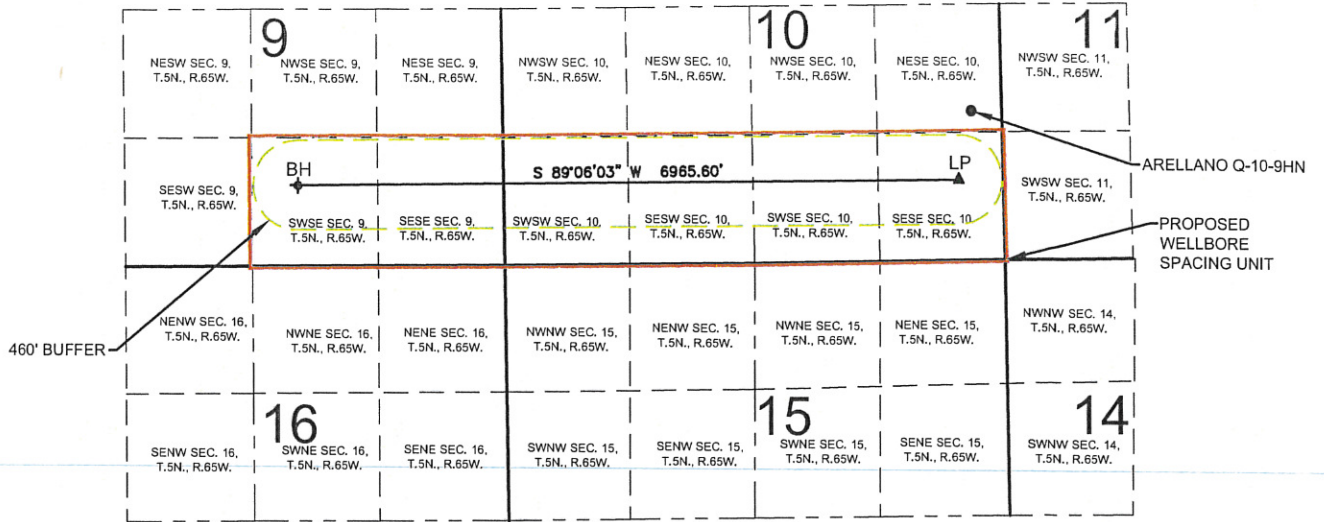
- = PROPOSED WELL LP = LANDING POINT
- ▲ = LANDING POINT BH = BOTTOM HOLE
- ⚡ = BOTTOM HOLE



PREPARED BY: Petroleum Field Services, LLC 7535 Hilltop Circle Denver, CO 80221	FIELD DATE:	SURFACE LOCATION:
	DRAWING DATE:	NE 1/4 SE 1/4, SEC. 10, T5N, R65W, 6TH P.M.
BY:	CHECKED:	WELD COUNTY, COLORADO
TJR	WDW	

PROPOSED 318A.e. SPACING UNIT

SECTION 9 & 10, TOWNSHIP 5 NORTH, RANGE 65 WEST, 6TH P.M.



WELL ARELLANO Q-10-9HN TO BE LOCATED 1537' FSL AND 319' FEL, SEC. 10, T5N, R65W

SURFACE LOCATION

NAD83
 LATITUDE= 40.410812°
 LONGITUDE= 104.641171°

LANDING POINT LOCATION

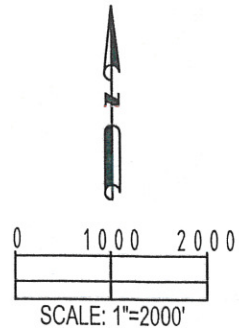
NAD83
 LATITUDE= 40.408868°
 LONGITUDE= 104.641684°


BOTTOM HOLE LOCATION

NAD83
 LATITUDE= 40.408750°
 LONGITUDE= 104.666697°

LEGEND

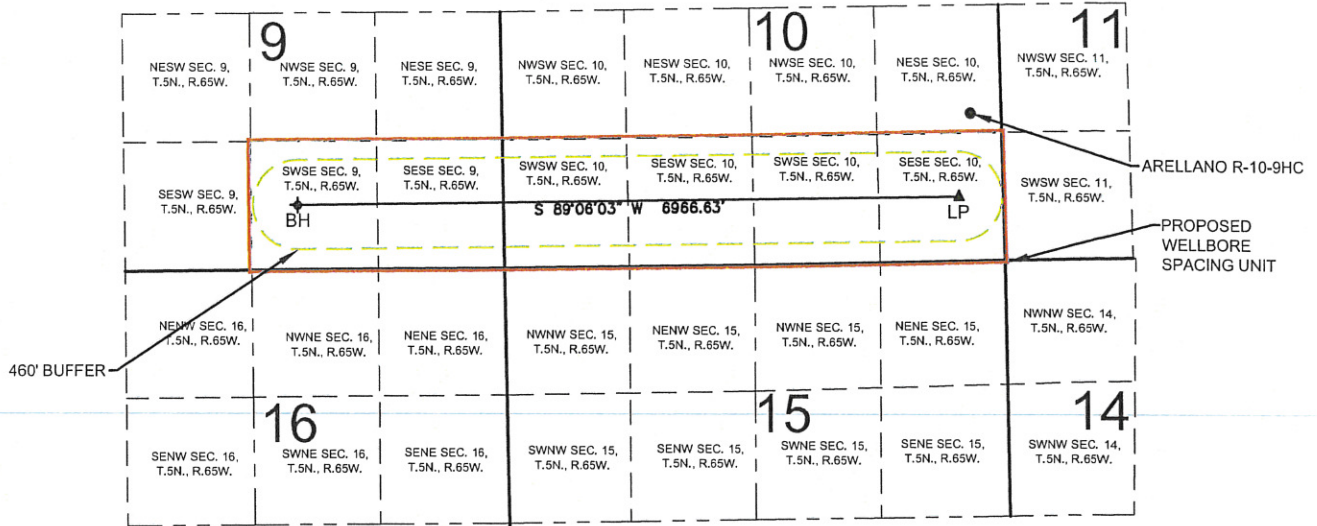
- = PROPOSED WELL
- ▲ = LANDING POINT
- ✦ = BOTTOM HOLE
- LP = LANDING POINT
- BH = BOTTOM HOLE



PREPARED BY:  Petroleum Field Services, LLC 7535 Hilltop Circle Denver, CO 80221	FIELD DATE: 06-25-14	SURFACE LOCATION: NE 1/4 SE 1/4,
	DRAWING DATE: 08-22-14	SEC. 10, T5N, R65W, 6TH P.M.
	BY: TJR	CHECKED: WDW

PROPOSED 318A.e. SPACING UNIT

SECTION 9 & 10, TOWNSHIP 5 NORTH, RANGE 65 WEST, 6TH P.M.



WELL ARELLANO R-10-9HC TO BE LOCATED 1523' FSL AND 325' FEL, SEC. 10, T5N, R65W

SURFACE LOCATION

NAD83
 LATITUDE= 40.410773°
 LONGITUDE= 104.641189°

LANDING POINT LOCATION

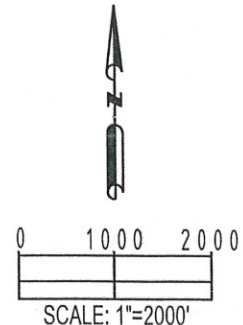
NAD83
 LATITUDE= 40.408415°
 LONGITUDE= 104.641677°

BOTTOM HOLE LOCATION

NAD83
 LATITUDE= 40.408297°
 LONGITUDE= 104.666694°

LEGEND

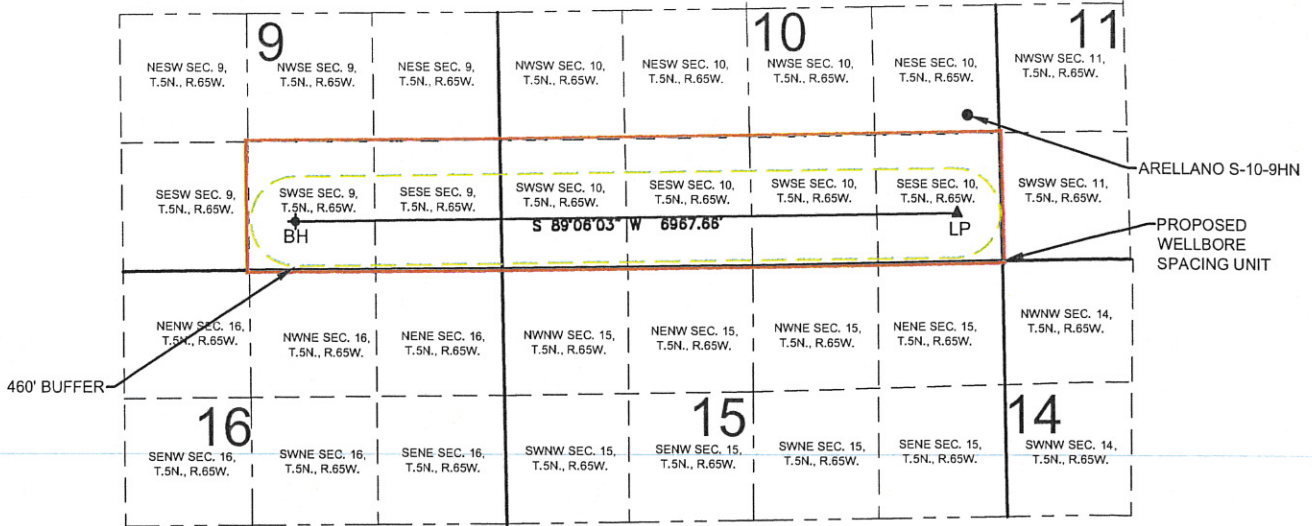
- = PROPOSED WELL LP = LANDING POINT
- ▲ = LANDING POINT BH = BOTTOM HOLE
- ✦ = BOTTOM HOLE



PREPARED BY: Petroleum Field Services, LLC 7535 Hilltop Circle Denver, CO 80221	FIELD DATE: 06-25-14	SURFACE LOCATION:
	DRAWING DATE: 08-22-14	NE 1/4 SE 1/4, SEC. 10, T5N, R65W, 6TH P.M.
BY: TJR	CHECKED: WDW	WELD COUNTY, COLORADO

PROPOSED 318A.e. SPACING UNIT

SECTION 9 & 10, TOWNSHIP 5 NORTH, RANGE 65 WEST, 6TH P.M.



WELL ARELLANO S-10-9HN TO BE LOCATED 1509' FSL AND 330' FEL, SEC. 10, T5N, R65W

SURFACE LOCATION

NAD83
 LATITUDE= 40.410735°
 LONGITUDE= 104.641208°

LANDING POINT LOCATION

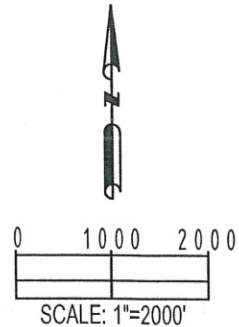
NAD83
 LATITUDE= 40.407962°
 LONGITUDE= 104.641671°

BOTTOM HOLE LOCATION

NAD83
 LATITUDE= 40.407844°
 LONGITUDE= 104.666691°

LEGEND

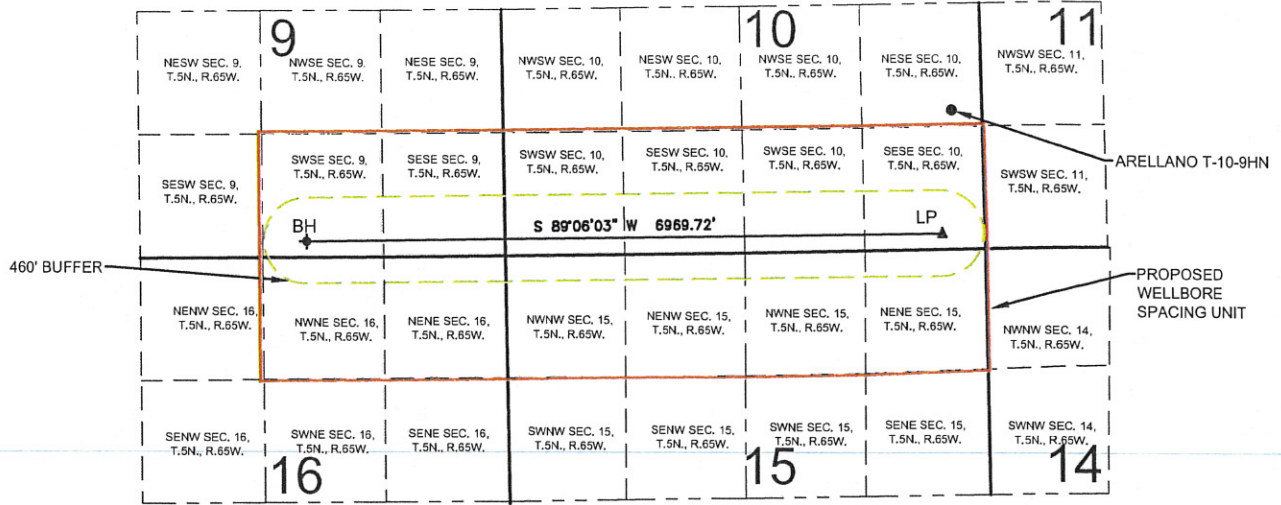
- = PROPOSED WELL LP = LANDING POINT
- ▲ = LANDING POINT BH = BOTTOM HOLE
- ◆ = BOTTOM HOLE



PREPARED BY: Petroleum Field Services, LLC 7535 Hilltop Circle Denver, CO 80221	FIELD DATE: 06-25-14	SURFACE LOCATION: NE 1/4 SE 1/4, SEC. 10, T5N, R65W, 6TH P.M.	
	DRAWING DATE: 08-22-14		
	BY: TJR	CHECKED: WDW	WELD COUNTY, COLORADO

PROPOSED 318A.e. SPACING UNIT

SECTION 9, 10, 15 & 16, TOWNSHIP 5 NORTH, RANGE 65 WEST, 6TH P.M.



WELL ARELLANO T-10-9HN TO BE LOCATED 1495' FSL AND 335' FEL, SEC. 10, T5N, R65W

SURFACE LOCATION

NAD83
 LATITUDE= 40.410696°
 LONGITUDE= 104.641227°

LANDING POINT LOCATION

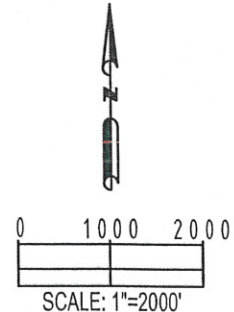
NAD83
 LATITUDE= 40.407056°
 LONGITUDE= 104.641657°


BOTTOM HOLE LOCATION

NAD83
 LATITUDE= 40.406938°
 LONGITUDE= 104.666685°

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: 06-25-14	SURFACE LOCATION:
	DRAWING DATE: 03-19-15	NE 1/4 SE 1/4, SEC. 10, T5N, R65W, 6TH P.M.
BY: WDW	CHECKED: KAD	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 NIOBRARA AND CODELL)
FORMATIONS IN SIX APPROXIMATE 240-)
ACRE WELLBORE SPACING UNITS AND)
FOUR APPROXIMATE 480-ACRE WELLBORE)
SPACING UNITS LOCATED IN SECTIONS 9,)
10, 15, AND 16, TOWNSHIP 5 NORTH, RANGE)
65 WEST, 6TH P.M., WATTENBERG FIELD,)
WELD COUNTY, COLORADO.)

Cause No. 407

Docket No. 160400173

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 February 25, 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.

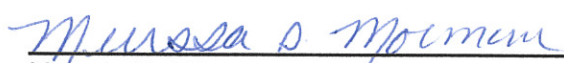


Joseph C. Pierzchala

Subscribed and sworn to before me February 25, 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