

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 EIGHT APPROXIMATE 640- )  
ACRE HORIZONTAL WELLBORE SPACING )  
UNITS AND FOUR APPROXIMATE 320-ACRE )  
WELLBORE SPACING UNITS LOCATED IN )  
SECTIONS 19, 20, 29, AND 30, TOWNSHIP 6 )  
NORTH, RANGE 66 WEST, 6TH P.M., )  
WATTENBERG FIELD, WELD COUNTY, )  
COLORADO. )

Cause No. 407  
Docket No. 170600326  
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) two approximate 640-acre horizontal wellbore spacing units ("WSU") covering the N $\frac{1}{2}$ S $\frac{1}{2}$ , S $\frac{1}{2}$ N $\frac{1}{2}$  of Sections 19 and 20; (2) two approximate 320-acre WSUs covering the N $\frac{1}{2}$ S $\frac{1}{2}$  of Sections 19 and 20; (3) four approximate 640-acre WSUs covering the S $\frac{1}{2}$  of Sections 19 and 20; (4) two approximate 320-acre WSUs covering the S $\frac{1}{2}$ S $\frac{1}{2}$  of Sections 19 and 20; and (5) two approximate 640-acre WSUs covering the S $\frac{1}{2}$ S $\frac{1}{2}$  of Sections 19 and 20 and the N $\frac{1}{2}$ N $\frac{1}{2}$  of Sections 29 and 30, all in Township 6 North, Range 66 West, 6th P.M., Weld County, Colorado for development and production from the Niobrara (WSU Nos. 1, 3, 4, 6, 7, 9, 10, and 12) and Codell (WSU Nos. 2, 5, 8, and 11) 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 and 2:**

Township 6 North, Range 66 West, 6th P.M.  
Section 19: N $\frac{1}{2}$ S $\frac{1}{2}$ , S $\frac{1}{2}$ N $\frac{1}{2}$   
Section 20: N $\frac{1}{2}$ S $\frac{1}{2}$ , S $\frac{1}{2}$ N $\frac{1}{2}$

**WSU Nos. 3 and 4:**

Township 6 North, Range 66 West, 6th P.M.

Section 19: N $\frac{1}{2}$ S $\frac{1}{2}$

Section 20: N $\frac{1}{2}$ S $\frac{1}{2}$

**WSU Nos. 5, 6, 7, and 8:**

Township 6 North, Range 66 West, 6th P.M.

Section 19: S $\frac{1}{2}$

Section 20: S $\frac{1}{2}$

**WSU Nos. 9 and 10:**

Township 6 North, Range 66 West, 6th P.M.

Section 19: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 20: S $\frac{1}{2}$ S $\frac{1}{2}$

**WSU Nos. 11 and 12:**

Township 6 North, Range 66 West, 6th P.M.

Section 19: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 20: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 29: N $\frac{1}{2}$ N $\frac{1}{2}$

Section 30: N $\frac{1}{2}$ N $\frac{1}{2}$

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. The Application Lands are subject to this Rule for the Codell and Niobrara Formations.

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

- (a) **WSU No. 1:** Ward M-20-19HN well (API# 05-123-43655), estimated spud date June 15, 2017. 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:** Ward N-20-19HC well (API# 05-123-43661), estimated spud date June 15, 2017. The above-described horizontal well is designed to test and produce gas and associated hydrocarbons from the **Codell Formation** underlying the Application Lands.
- (c) **WSU No. 3:** Ward O-20-19HN well (API# 05-123-43657), estimated spud date June 15, 2017. The above-described horizontal well is designed to test and produce gas and associated hydrocarbons from the **Niobrara Formation** underlying the Application Lands.
- (d) **WSU No. 4:** Ward P-20-19HN well (API# 05-123-43658), estimated spud date June 15, 2017. 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:** Ward Q-20-19HC well (API# 05-123-43659), estimated spud date June 15, 2017. The above-described horizontal well is designed to test and produce gas and associated hydrocarbons from the **Codell Formation** underlying the Application Lands.
- (f) **WSU No. 6:** Ward R-20-19HN well (API# 05-123-43662), estimated spud date June 15, 2017. 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:** Ward S-20-19HN well (API# 05-123-43660), estimated spud date June 15, 2017. 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:** Ward T-20-19HC well (API# 05-123-43656), estimated spud date June 15, 2017. 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:** Ward U-20-19HN well (API# 05-123-43653), estimated spud date June 15, 2017. 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:** Ward V-20-19HN well (API# 05-123-43651), estimated spud date June 15, 2017. The above-described horizontal well is designed to test and

produce gas and associated hydrocarbons from the **Niobrara Formation** underlying the Application Lands.

(k) **WSU No. 11:** Ward W-20-19HC well (API# 05-123-43654), estimated spud date June 15, 2017. The above-described horizontal well is designed to test and produce gas and associated hydrocarbons from the **Codell Formation** underlying the Application Lands.

(l) **WSU No. 12:** Ward X-20-19HN well (API# 05-123-43652), estimated spud date June 15, 2017. 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 "Ward 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, 3, 4, 6, 7, 9, 10, and 12 and for the development and operation of the Codell Formation in WSU Nos. 2, 5, 8, and 11.

6. 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 Ward Wells, in or with respect to each separate WSU.

7. 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.

8. The names 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 identified on 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, which Applicant was able to locate, not already leased or voluntarily pooled will be offered the opportunity to lease or to participate and bear costs associated with the drilling and completion of the Ward Wells, and will be provided with well proposals containing 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, 3, 4, 6, 7, 9, 10, and 12 and the Codell Formation in WSU Nos. 2, 5, 8, and 11.

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 horizontal wellbore spacing units:

- WSU No. 1 – Ward M-20-19HN well (API# 05-123-43655) – Niobrara Formation
- WSU No. 2 – Ward N-20-19HC well (API# 05-123-43661) – Codell Formation
- WSU No. 3 – Ward O-20-19HN well (API# 05-123-43657) – Niobrara Formation
- WSU No. 4 – Ward P-20-19HN well (API# 05-123-43658) – Niobrara Formation
- WSU No. 5 – Ward Q-20-19HC well (API# 05-123-43659) – Codell Formation
- WSU No. 6 – Ward R-20-19HN well (API# 05-123-43662) – Niobrara Formation
- WSU No. 7 – Ward S-20-19HN well (API# 05-123-43660) – Niobrara Formation
- WSU No. 8 – Ward T-20-19HC well (API# 05-123-43656) – Codell Formation
- WSU No. 9 – Ward U-20-19HN well (API# 05-123-43653) – Niobrara Formation
- WSU No. 10 – Ward V-20-19HN well (API# 05-123-43651) – Niobrara Formation
- WSU No. 11 – Ward W-20-19HN well (API# 05-123-43654) – Codell Formation
- WSU No. 12 – Ward X-20-19HN well (API# 05-123-43652) – 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 13th day of April, 2017

Respectfully submitted,

WELBORN SULLIVAN MECK & TOOLEY, P.C.

By:   
Joseph C. Pierzchala  
Sarah Sorum  
Welborn Sullivan Meck & Tooley, P.C.  
Attorneys for Applicant  
1125 - 17th Street, Suite 2200  
Denver, CO 80202  
303-830-2500  
jpierzchala@wsmtlaw.com  
ssorum@wsmtlaw.com

Applicant's Address:


730 Seventeenth Street, Suite 610  
Denver, CO 80202  
Attn: Blake Leavitt- CPL, Senior Landman  
Phone: 303-893-2503

VERIFICATION

STATE OF COLORADO )  
CITY & COUNTY OF DENVER ) ss.  
)

Blake Leavitt- CPL, Senior 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- CPL, Senior Landman

Subscribed and sworn to before me this 13<sup>th</sup> day of April, 2017, by Blake Leavitt- CPL, Senior 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: 7.23.2018

## EXHIBIT A

Anna Christine Elliott Trust  
c/o First Bank & Trust, CO,  
Trustee  
B Dole  
B Meyer  
B Rinehart  
BA Rizzo  
Bayswater Blenheim  
Holdings II, LLC  
Bayswater Exploration &  
Production, LLC  
Bayswater Fund III-A, LLC  
Bayswater Resources LLC  
Betty L. Walker Trust dated  
April 5, 2001  
Black Oak Exploration  
BNSF Railway Company,  
Attn: Blaine Bilderback  
Brown Farms, LLC  
Bruce E. Heath, Trustee of  
the Bruce E. Heath Trust  
dated October 18, 1985  
C Baker  
C Goza  
C Gump  
C Harrison  
C Henderson  
C Rubio  
C Sitzman  
Camalu, LLC  
Cater Alexander Jones  
Trust c/o First Bank & Trust,  
CO, Trustee  
Clyde H. Alexander, II  
Revocable Trust dated  
March 14, 1980  
Colorado Energy Minerals,  
Inc.  
D Beckle and T Beckle  
D Dimitt and L Dimitt  
D Firestien  
D Goetzel  
D Swanson  
D. Doles  
Darrell J. Brunner

Daube Ranch and Mineral  
Limited Partnership  
DCL, LLC  
Denver Mineral & Royalty  
Company, LLC  
Diana M. Peterson  
E Falzgraf  
E Kunze  
E Orr  
E Wilkinson and J Wilkinson  
Elaine Elizabeth Elliott Trust  
c/o First Bank & Trust, CO,  
Trustee  
Extraction Oil & Gas, LLC  
F Rice, Jr.  
G Churches  
G Falzgraff  
G Firestien  
G Roth  
Grizzly Petroleum  
Company, LLC  
H Heath  
Helen G. Niekelski Trust  
dated October 7, 2010  
Howard and Associates,  
Ltd.  
HRM Resources II, LLC  
Incline Niobrara Partners,  
LP  
J Blake and K Blake  
J Emerson and M Emerson  
J George and L George  
J Gibson and J Gibson  
J Goad, Jr. and M Goad  
J Goetzel  
J Harmon  
J Hickey  
J Lind  
J McEntee, T Brigham-  
McEntee, A Brigham and K  
Martin-Brigham  
J Pearson  
Jack D. Boegel and Janice  
L. Boegel, as Co-Trustees

of the Jack D. Boegel Trust  
dated January 31, 2005  
John C. North, III  
JOY Partners, LLC  
K Fritsch  
K Heath  
K Kerns  
K McRae and C McRae  
K Swanson  
L Billings  
L Elliott  
L Francis  
L Jimenez  
L Jones  
L Lohmann  
L Thayer and E Thayer  
L Tigges  
Landon Everett Jones Trust  
c/o First Bank & Trust, CO,  
Trustee  
Leland and Ruth Tigges  
Family Trust, Leland Tigges  
and Ruth Tigges, trustees  
Lincoln Energy Partners II,  
LLC  
M Deering  
M Ellis  
M English  
M Firestien  
M Lindblad  
M Paulsen  
M Pollman  
M Rivesman  
M Swanson  
MARR LLC  
Marshall Energy, LLC  
Martin J. Harrington, Jr. and  
Julie Stagg Harrington  
Mary Elizabeth Hager, as  
Trustee of the Mary  
Elizabeth Hager Revocable  
Trust u/a dated January 9,  
2001, as amended and  
restated  
Mountaintop Minerals

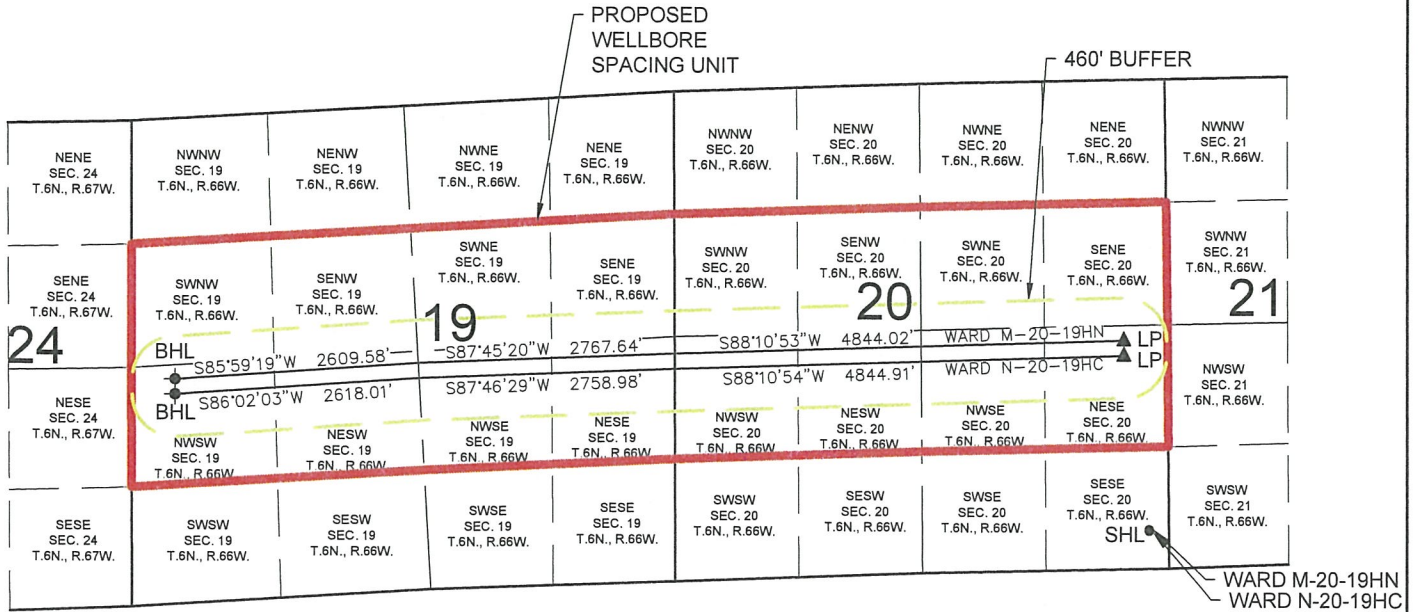


N Emerson and J Emerson  
N Thomason  
Noah Thomas Jones Trust  
c/o First Bank & Trust, CO,  
Trustee  
P Harmon  
P Shader  
P Tigges  
P Tigges and B Tigges  
P Willcutts  
Paul J. Kenney  
Peter Hougaard  
Pro-Build Real Estate  
Holdings, LLC  
R & M Bramlett  
R Falzgraf  
R Goetzel  
R Goetzel

R Goetzel and M Goetzel  
R Kessler and G Kessler  
R Pennington  
R Timothy  
R Wilson  
Robert C. Freymuller  
S Hood  
S Riedesel  
S Rockwell  
S Swanson  
Saturn Energy Company  
Susan L. Kessell Trust  
dated November 13, 2008,  
restated July 25, 2013  
Synergy Resources  
Corporation  
T Bates and M Bates  
T Francis

T Swanson  
The John T. Swanson  
Residuary Trust  
The Joy Partners, LLC  
Timothy S. Hager, as  
Trustee of the Timothy S.  
Hager Revocable Trust u/a  
dated January 9, 2001, as  
amended and restated  
TOM-SAM, LLC  
TRP Minerals  
V Lindblad  
Virginia D. Hall Trust dated  
July 28, 1989  
Wentzel Energy Partners  
LLC

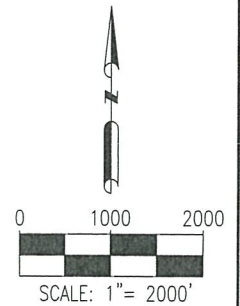
**WARD 20-M PAD**  
**PROPOSED 318A.e. SPACING UNIT**  
**SEC. 19 & 20: N2S2 & S2N2**



WELL WARD M-20-19HN TO BE LOCATED 424' FSL AND 213' FEL, SEC. 20, T6N, R66W  
 WELL WARD N-20-19HC TO BE LOCATED 409' FSL AND 213' FEL, SEC. 20, T6N, R66W

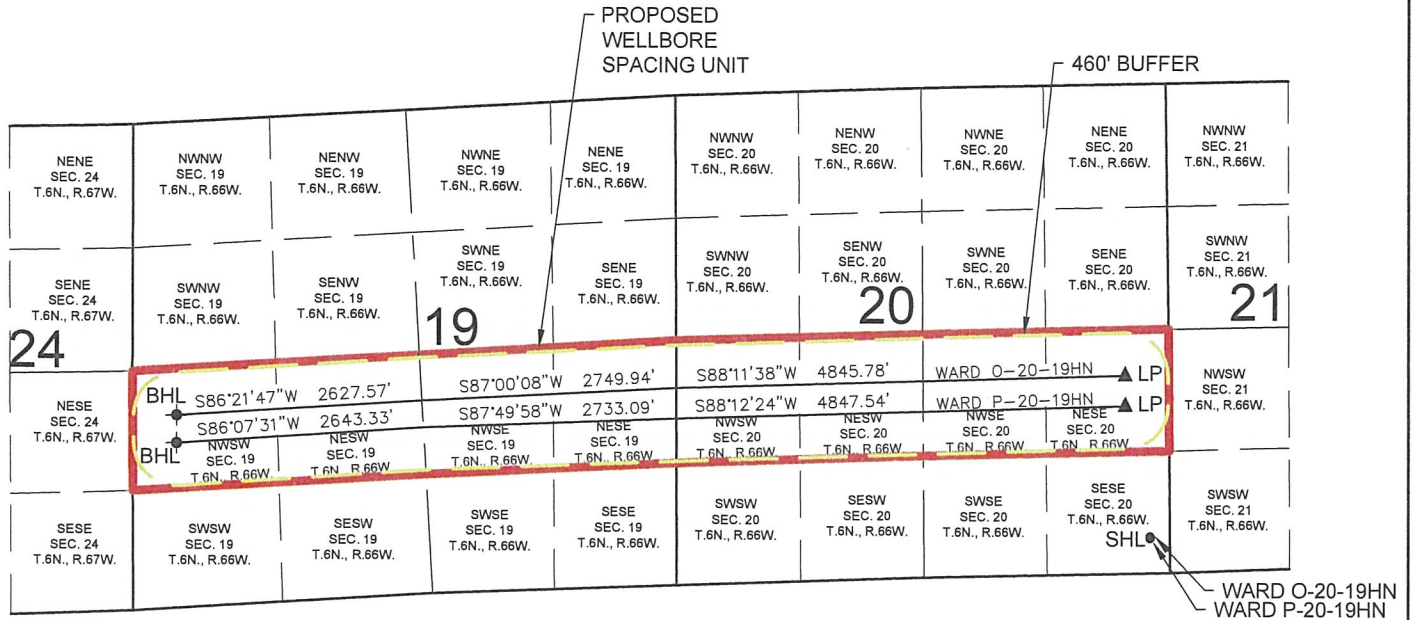
**LEGEND**

- = PROPOSED WELL
- ⊙ = BOTTOM HOLE
- ▲ = LANDING POINT
- SHL = SURFACE HOLE LOCATION
- BHL = BOTTOM HOLE LOCATION
- LP = LANDING POINT



PREPARED BY:  Petroleum Field Services, LLC 7535 Hilltop Circle Denver, CO 80221	FIELD DATE: 10-19-15 DRAWING DATE: 02-15-16 BY: KAD	SITE NAME: WARD 20-M PAD SURFACE LOCATION: SE 1/4 SE 1/4 SEC. 20, T6N, R66W, 6TH P.M. WELD COUNTY, COLORADO CHECKED BY: JLW	PREPARED FOR:  BAYSWATER EXPLORATION AND PRODUCTION, LLC
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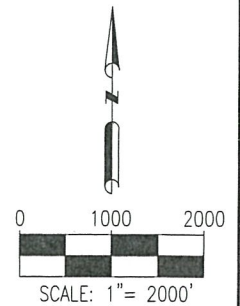
**WARD 20-M PAD**  
**PROPOSED 318A.e. SPACING UNIT**  
**SEC. 19: N2S2 & S2NW4**  
**SEC. 20: N2S2**



WELL WARD O-20-19HN TO BE LOCATED 394' FSL AND 213' FEL, SEC. 20, T6N, R66W  
WELL WARD P-20-19HN TO BE LOCATED 379' FSL AND 213' FEL, SEC. 20, T6N, R66W

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PREPARED BY:



FIELD DATE:  
10-19-15

DRAWING DATE:  
02-16-16

BY:  
KAD

CHECKED BY:  
JLW

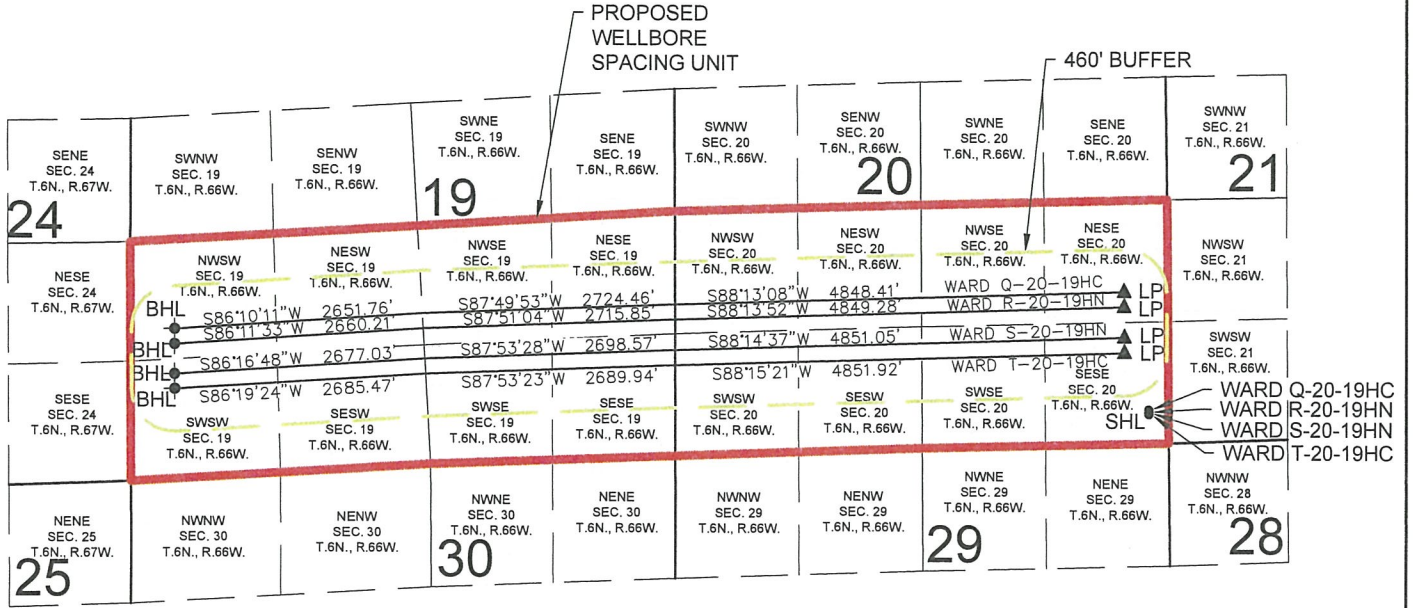
SITE NAME:  
WARD 20-M PAD

SURFACE LOCATION:  
SE 1/4 SE 1/4 SEC. 20, T6N, R66W, 6TH P.M.  
WELD COUNTY, COLORADO

PREPARED FOR:



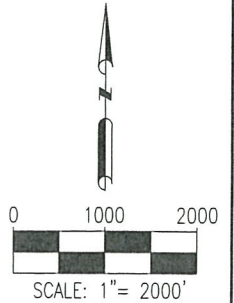
**WARD 20-M PAD  
PROPOSED 318A.e. SPACING UNIT  
SEC. 19 & 20: S2**



WELL **WARD Q-20-19HC** TO BE LOCATED 364' FSL AND 213' FEL, SEC. 20, T6N, R66W  
 WELL **WARD R-20-19HN** TO BE LOCATED 349' FSL AND 213' FEL, SEC. 20, T6N, R66W  
 WELL **WARD S-20-19HN** TO BE LOCATED 334' FSL AND 213' FEL, SEC. 20, T6N, R66W  
 WELL **WARD T-20-19HC** TO BE LOCATED 319' FSL AND 213' FEL, SEC. 20, T6N, R66W

**LEGEND**

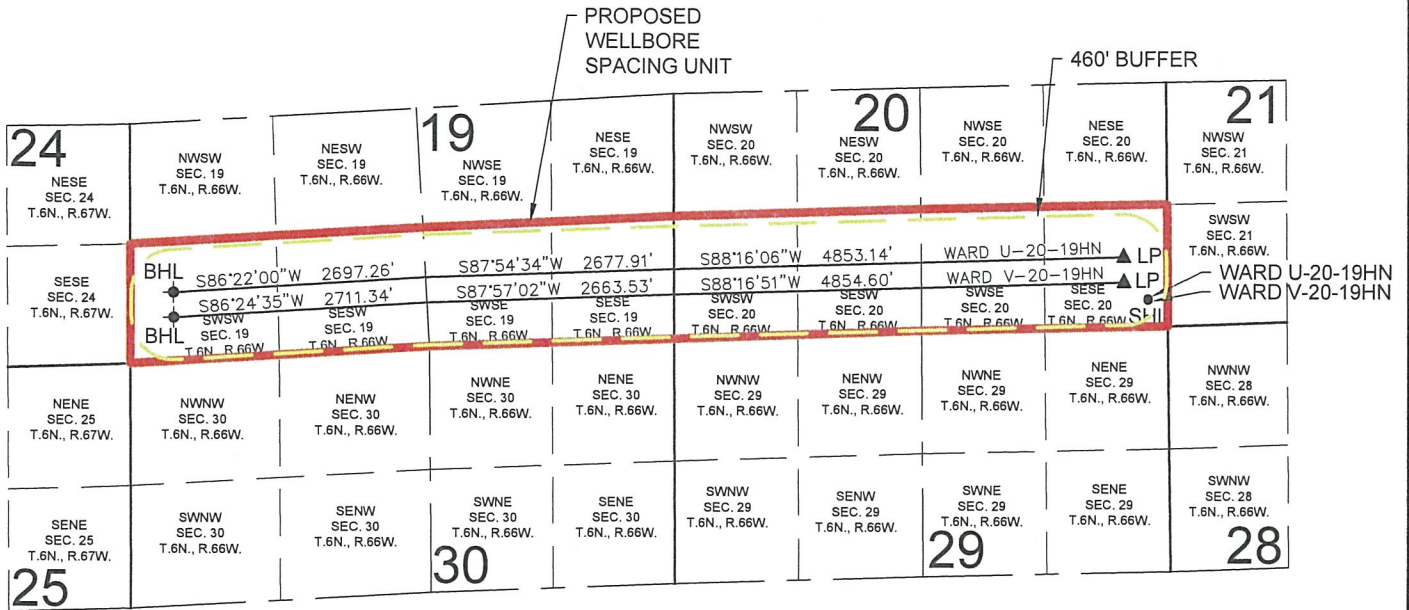
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PREPARED BY:  Petroleum Field Services, LLC 7535 Hilltop Circle Denver, CO 80221	FIELD DATE: 10-19-15	SITE NAME: WARD 20-M PAD	PREPARED FOR:
	DRAWING DATE: 02-17-16	SURFACE LOCATION: SE 1/4 SE 1/4 SEC. 20, T6N, R66W, 6TH P.M.	
	BY: KAD	CHECKED BY: JLW	WELD COUNTY, COLORADO

**BAYSWATER**  
EXPLORATION AND PRODUCTION, LLC

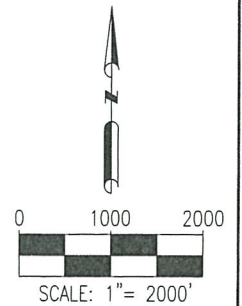
**WARD 20-M PAD  
PROPOSED 318A.e. SPACING UNIT  
SEC. 19 & 20: S2S2**



WELL WARD U-20-19HN TO BE LOCATED 304' FSL AND 213' FEL, SEC. 20, T6N, R66W  
WELL WARD V-20-19HN TO BE LOCATED 289' FSL AND 213' FEL, SEC. 20, T6N, R66W

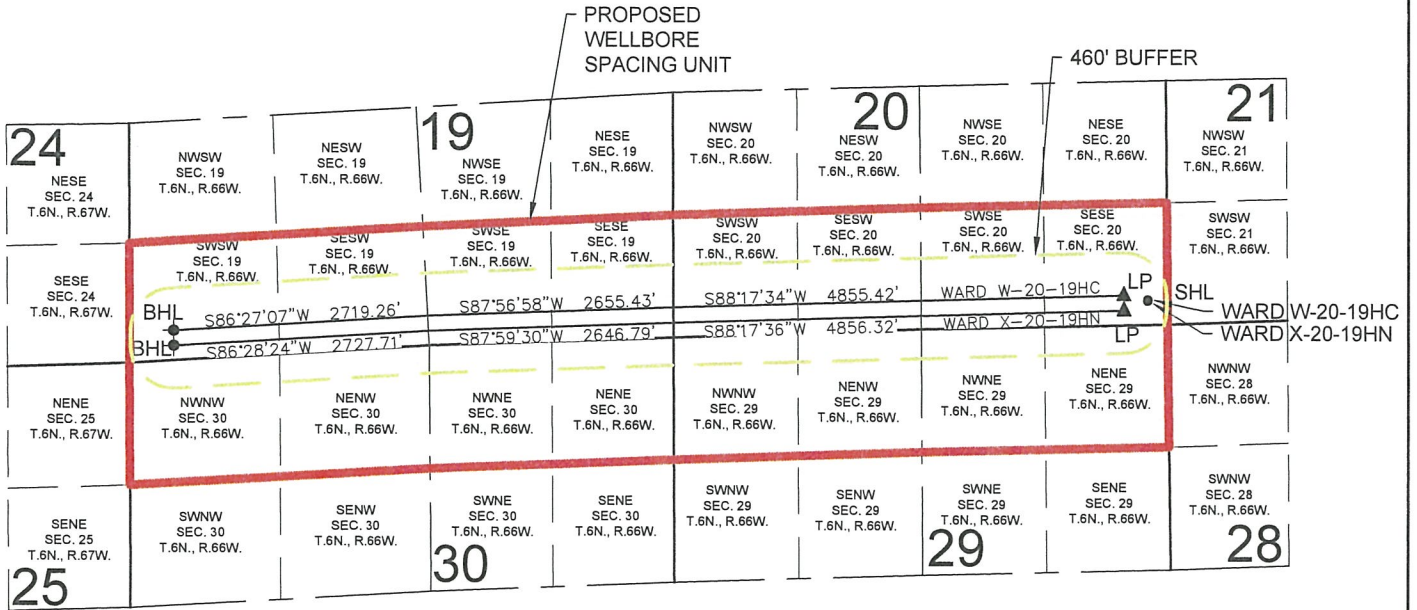
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PREPARED BY:  <b>PFS</b> Petroleum Field Services, LLC 7535 Hilltop Circle Denver, CO 80221	FIELD DATE: 10-19-15	SITE NAME: WARD 20-M PAD	PREPARED FOR:   <b>BAYSWATER</b> EXPLORATION AND PRODUCTION, LLC	
	DRAWING DATE: 02-17-16	SURFACE LOCATION: SE 1/4 SE 1/4 SEC. 20, T6N, R66W, 6TH P.M. WELD COUNTY, COLORADO		
	BY: KAD	CHECKED BY: JLW		

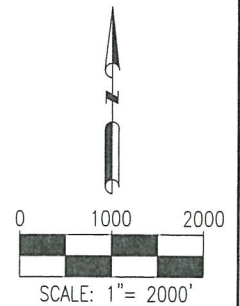
**WARD 20-M PAD**  
**PROPOSED 318A.e. SPACING UNIT**  
**SEC. 19 & 20: S2S2**  
**SEC. 29 & 30: N2N2**





WELL WARD W-20-19HC TO BE LOCATED 274' FSL AND 213' FEL, SEC. 20, T6N, R66W  
WELL WARD X-20-19HN TO BE LOCATED 259' FSL AND 213' FEL, SEC. 20, T6N, R66W

**LEGEND**

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PREPARED BY: 	FIELD DATE: 10-19-15  DRAWING DATE: 02-17-16  BY: KAD	SITE NAME: WARD 20-M PAD  SURFACE LOCATION: SE 1/4 SE 1/4 SEC. 20, T6N, R66W, 6TH P.M. WELD COUNTY, COLORADO  CHECKED BY: JLW	PREPARED FOR:  
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Cause No. 407  
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AFFIDAVIT OF MAILING

STATE OF COLORADO §  
CITY AND COUNTY OF DENVER §

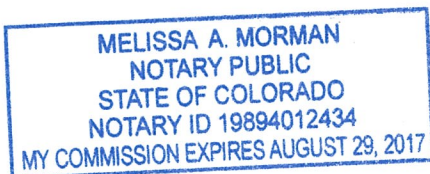
I, Joseph C. Pierzchala, of lawful age, and being first duly sworn upon my oath, state and declare:

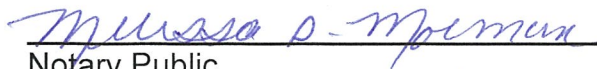
That I am the attorney for Bayswater Exploration & Production, LLC and that on or before April 20, 2017, I caused a copy of the attached Application to be deposited in the United States mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

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

Subscribed and sworn to before me April 25, 2017.

Witness my hand and official seal.



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