



BEFORE THE OIL AND GAS CONSERVATION COMMISSION  
OF THE STATE OF COLORADO

IN THE MATTER OF THE APPLICATION	)	Cause No. 407
OF BAYSWATER EXPLORATION &	)	
PRODUCTION, LLC FOR AN ORDER	)	Docket No. 180100106
POOLING ALL INTERESTS IN THE	)	
NIORARA AND CODELL FORMATIONS	)	Type: POOLING
IN TWO APPROXIMATE 655.83-ACRE	)	
HORIZONTAL WELLBORE SPACING	)	
UNITS LOCATED IN SECTIONS 7, 8, 9, 16,	)	
17, AND 18, TOWNSHIP 6 NORTH,	)	
RANGE 66 WEST, 6TH P.M.,	)	
WATTENBERG FIELD, WELD COUNTY,	)	
COLORADO.	)	

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”), pursuant to Commission rule 503.b.(2), for an order pooling all interests in two approximate 655.83-acre horizontal wellbore spacing units (“WSU”) covering certain lands in Township 6 North, Range 66 West, 6th P.M., Weld County, Colorado for development and production from the Niobrara and Codell 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 and is a registered operator in good standing with the Commission.
2. Applicant owns leasehold interests in the two approximate 655.83-acre WSUs comprised of the following lands (“Application Lands”) and therefore has standing to file this application pursuant to Commission Rule 503.b.(2):

**WSU No. 1 and 2:**

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

- Section 7: S½SE¼
- Section 8: S½S½
- Section 9: S½SW¼
- Section 16: N½NW¼
- Section 17: N½N½
- Section 18: N½NE¼

Weld County, Colorado.

A reference map of the Application Lands is 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:** Booth W-8-7HC well (API# 05-123-45589), spud date November 27, 2017. The above-described horizontal well is designed to test and produce gas and associated hydrocarbons from the **Codell Formation** underlying the Application Lands.

(b) **WSU No. 2:** Booth X-8-7HN well (API# 05-123-45587), spud date November 27, 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 "Booth 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 No. 1 and for the development and operation of the Codell Formation in WSU No. 2.

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 Booth 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 Booth 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 Codell Formation in WSU No. 1 and the Niobrara Formation in WSU No. 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 following wells in the following horizontal wellbore spacing units:

WSU No. 1 – Booth W-8-7HC well (API# 05-123-45589) – Codell Formation

WSU No. 2 – Booth X-8-7HN well (API# 05-123-45587) – 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.

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Dated this 30th day of November, 2017

Respectfully submitted,

WELBORN SULLIVAN MECK & TOOLEY, P.C.

By: \_\_\_\_\_



Joseph C. Pierzchala  
Geoffrey W. Storm  
Welborn Sullivan Meck & Tooley, P.C.  
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Denver, CO 80202  
303-830-2500  
jpierzchala@wsmtlaw.com  
gstorm@wsmtlaw.com

Applicant's Address:

730 Seventeenth Street, Suite 500  
Denver, CO 80202  
Attn: Blake Leavitt, Senior Landman  
Phone: 303-893-2503

VERIFICATION

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

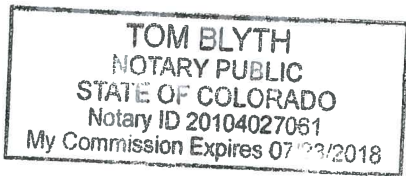
Blake Leavitt, Senior Landman with Bayswater Exploration & Production, LLC, upon oath deposes and says that he has read the foregoing Application and that the statements contained therein are true to the best of his knowledge, information and belief.

BAYSWATER EXPLORATION &  
PRODUCTION, LLC

  
\_\_\_\_\_  
Blake Leavitt, Senior Landman

Subscribed and sworn to before me this 30th day of November, 2017, by Blake Leavitt, Senior Landman for Bayswater Exploration & Production, LLC.

Witness my hand and official seal.



  
\_\_\_\_\_  
Notary Public  
My Commission Expires: 7/23/2018

EXHIBIT A  
INTERESTED PARTIES

Unleased Mineral Owners

None

Non Consenting Working Interest Owners

SRC Energy Inc.

Premco Petroleum Inc.

Turner Royalties, LLC

Alexandra Shaw

Victoria Shaw

Robert C. Freymuller

D. Jeffrey Kirn

Consenting Working Interest Owners

Bayswater Resources LLC

Bayswater Fund III-A, LLC

Incline Niobrara Partners, LP

William N. Bass & Carrie L. Bass

Mary Lee Miller

Richard D. Dolecek

Royalty Owners

Edward Woodward Jr. & Mary V. Woodward

Family Trust under the will of Frank A. Kemp

Etchepare, LLC

Guttersen & Company, LLLP

Alexandra Woodmansee (fka Eaton)

Carol E. Preston, Trustee of the Robin A. Janssen Trust dtd 7/14/1994

Carol E. Preston, Trustee of the Bryan Graham Trust dtd 7/14/1994

Benjamin A. Eaton

Charles H. Eaton

Lawrence Christopher Eaton

Dana P. Ivers, Trustee of the Mary E. O'Neil Family Generation Skipping Trust

Dorothy Thomas Phelps

Eric L. Eaton

Holliday Dines

Kimberly Eaton

Robert L. Eaton

Margaret Amy Royer

Nancy Eaton-Stuve

Penny Hancock

Phelps Oil and Gas, LLC

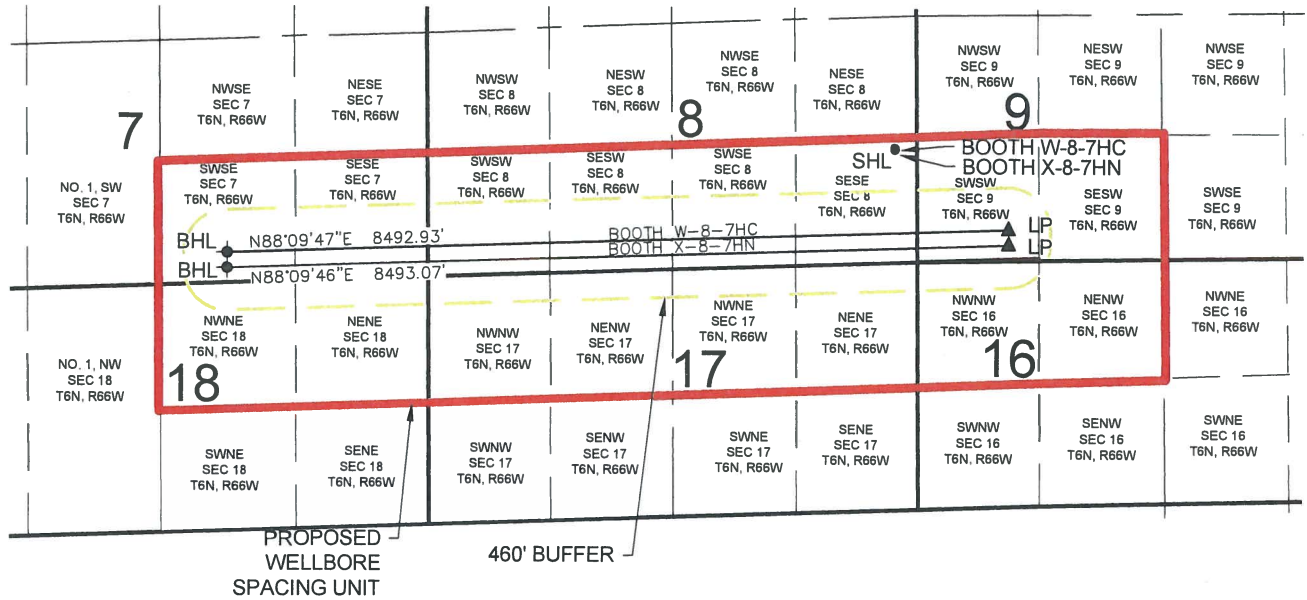
Rex C. Eaton, III

Robert L. Eaton, Jr.

Robin Delp

Rosemary T. Eaton  
Martha E. Diebold Revocable Trust  
Schuyler E. Cone  
Winston H. Dines  
Bayswater Resources LLC  
Bayswater Fund III-A, LLC  
Stanley Swanson c/o Cara Sublett  
Christopher J. Frye  
Vivan F. Supinka  
Lloyd N. and Marlene Kay Darden  
Julia L. and Catherine J. Darden-Lentz  
Ivy L. Darden & Linda L. Arredando  
Henry Schaefer Farm, LLC  
Booth Land and Livestock Company  
M. Phillip Davis & W. Thomas Davis, C/O Milner T. Davis  
Hergert Land and Cattle Company  
Wolfhawk Energy Holdings, LLC  
Judith E. Fedder  
Kathleen Jo Hergert  
Jacqueline D. Hergert  
Jennifer H. Quesnell  
6E Holdings, LLC  
Sarah Martha E. Diebold  
Haythorn Brothers  
Billy G. & Patricia J. Shutts  
Penny L. Philippe  
Charles W. Lovely  
Steven & Marie Hornback  
Kyle D. & Carrie A. Jensen  
Michael N. Erbes  
Debra Ann Page  
State of Colorado  
Steven K. Ulrich  
Lonna A. Ulrich  
William Kell McGlothlin  
Gordon McGlothlin  
Debra Lynn McGlothlin Trust  
Grace E. Vogler Testamentary Trust c/o Michael Guttersen  
Barbara J. & Phillip C. Tigges  
Leland & Ruth Tigges, Trustees of the Leland & Ruth Tigges Family Trust  
Patricia Ann Shader  
Cattail Creek Homowners Assn Inc.  
Jonathan & Beckey Steckel  
Randy Williams  
Jillian & Adam Adler  
James Pinkerton

**BOOTH 8-L PAD**  
**PROPOSED 318A.a.(4)D. SPACING UNIT**  
**SEC 7: S2SE**  
**SEC 8: S2S2**  
**SEC 9: S2SW**  
**SEC 16: N2NW**  
**SEC 17: N2N2**  
**SEC 18: N2NE**

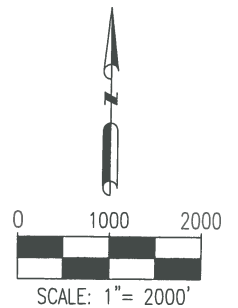



**BOOTH W-8-7HC WELL TO BE LOCATED 1231' FSL AND 248' FEL, SEC 8, T6N, R66W**  
**BOOTH X-8-7HN WELL TO BE LOCATED 1216' FSL AND 248' FEL, SEC 8, T6N, R66W**

**LEGEND**

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

DISCLAIMER:  
THIS PLOT DOES NOT REPRESENT A MONUMENTED LAND SURVEY AND SHOULD NOT BE RELIED UPON TO DETERMINE BOUNDARY LINES, PROPERTY OWNERSHIP OR OTHER PROPERTY INTERESTS. PARCEL LINES, IF DEPICTED HAVE NOT BEEN FIELD VERIFIED AND MAY BE BASED UPON PUBLICLY AVAILABLE DATA THAT ALSO HAS NOT BEEN INDEPENDENTLY VERIFIED.



 <p style="font-size: 8px;">7535 Hilltop Circle Denver, CO 80221 (303) 928-7128 www.ascentgeomatics.com</p>	FIELD DATE: 03-16-17	SITE NAME: BOOTH 8-L PAD	PREPARED FOR:
	DRAWING DATE: 09-25-17	SURFACE LOCATION: NE 1/4 SE 1/4 SEC 8, T6N, R66W, 6TH P.M. WELD COUNTY, COLORADO	
BY: RMC	CHECKED BY: CSG		



BEFORE THE OIL AND GAS CONSERVATION COMMISSION  
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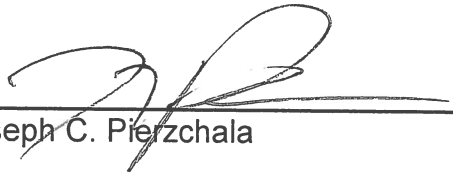
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HORIZONTAL WELLBORE SPACING UNITS	)	
LOCATED IN SECTIONS 7, 8, 9, 16, 17, AND	)	
18, TOWNSHIP 6 NORTH, RANGE 66 WEST,	)	
6TH P.M., WATTENBERG FIELD, WELD	)	
COUNTY, COLORADO.	)	

AFFIDAVIT OF MAILING

STATE OF COLORADO                   §  
  §  
CITY AND COUNTY OF DENVER       §

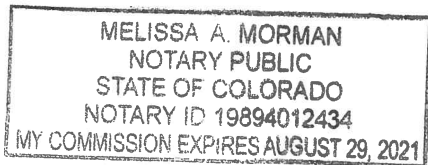
I, Joseph C. Pierzchala, of lawful age, and being first duly sworn upon my oath, state and declare:

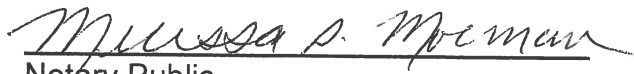
That I am the attorney for Bayswater Exploration & Production, LLC and that on or before December 7, 2017, I caused a copy of the attached Application to be deposited in the United States mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

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

Subscribed and sworn to before me December 7, 2017.

Witness my hand and official seal.



  
\_\_\_\_\_  
Notary Public  
My commission expires: 8/29/2021