

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 VACATING ORDER NO.)
407-1001 AND ESTABLISHING AN)
APPROXIMATE 1,280-ACRE DRILLING AND)
SPACING UNIT, AND ESTABLISHING WELL)
LOCATION RULES FOR THE DRILLING AND)
PRODUCING OF WELLS FROM THE)
NIOBRARA AND CODELL FORMATIONS,)
COVERING SECTIONS 20 AND 21, TOWNSHIP)
7 NORTH, RANGE 65 WEST, 6TH P.M.,)
WATTENBERG FIELD, WELD COUNTY,)
COLORADO)

Cause No. 407
Docket No. 180100097
Type: SPACING

APPLICATION

Bayswater Exploration & Production, LLC ("Bayswater" or "Applicant"), Operator No. 10261, by 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") for an order vacating Order No. 407-1001 and establishing an approximate 1,280-acre drilling and spacing unit, and establishing well location rules applicable to the drilling of wells and producing of oil, gas and associated hydrocarbons from the Niobrara and Codell Formations, covering certain lands in Weld County, Colorado. In support of its Application, Applicant states as follows:

- 1. Applicant owns leasehold interests in the following lands ("Application Lands"):

Township 7 North, Range 65 West, 6th P.M.
Section 20: All
Section 21: All

A reference map of the Application Lands is attached hereto.

2. On April 27, 1988, the Commission adopted Rule 318A, the Greater Wattenberg Area Special Well Location, Spacing and Unit Designation Rule, which was amended on August 8, 2011 to, among other things, address the drilling of horizontal wells and requires that a horizontal wellbore spacing unit must include any governmental quarter-quarter section that are located less than 460' from the completed interval of the wellbore lateral. Rule 318A supersedes all prior Commission drilling and spacing orders affecting well location and density requirements of the Greater Wattenberg Area. The Rule does not, however, prohibit the establishment of drilling and spacing units within the Greater Wattenberg Area.

3. On October 16, 2011, the Commission entered Order No. 407-1001, which established an approximate 320-acre drilling and spacing unit for the N ½ of Section 21, Township 7 North, Range 65 West, 6th P.M., and approved up to six (6) horizontal wells within the unit, for the production of oil, gas, and associated hydrocarbons from the Niobrara and Codell Formations, with the productive interval of the wellbore to be located no closer than 460 feet from the unit boundaries, and no closer than 150 feet from the productive interval of any other wellbore within the unit, without exception being granted by the Director. Section 21 of the Application Lands is subject to this Order.

4. There are vertical and directional wells within the above-described 1,280-acre drilling and spacing unit producing from the Niobrara and Codell Formations. Applicant is the Operator of certain of these wells, which Applicant intends to continue to produce pursuant to applicable rules and spacing orders. For those vertical and directional wells which Applicant is not the operator, Applicant states those wells will not be affected by the proposed spacing unit and order and will remain subject to applicable Commission rules and orders such that proceeds from the sale of oil or gas from those wells shall continue to be distributed based on the applicable rules and orders.

5. No horizontal wells have been drilled on the Application Lands.

6. To promote efficient drainage of the Niobrara and Codell Formations within the Application Lands and to avoid waste, the Commission should vacate Order No. 407-1001, and establish an approximate 1,280-acre drilling and spacing unit covering the Application Lands described below for production of oil, gas and associated hydrocarbons from the Niobrara and Codell Formations:

Township 7 North, Range 65 West, 6th P.M.

Section 20: All

Section 21: All

7. Applicant is requesting to drill and complete one (1) horizontal well in the above-described approximate 1,280-acre drilling and spacing unit with the option to drill and complete up to a total of twenty-six (26) horizontal wells in the unit for production of oil, gas and associated hydrocarbons from the Niobrara and Codell Formations in the Application Lands with the surface location to be located at a legal location in the above-described drilling and spacing unit or on adjacent lands. Applicant further requests that the treated interval of each wellbore be no closer than 150 feet from the treated interval of any other wellbore producing from the Niobrara and/or Codell formations, and no closer than 460 feet from the unit boundary, without exception being granted by the Director.

8. Applicant requests authority to drill only those wells necessary to determine the well density which allows the most efficient drainage of the Niobrara and Codell Formations, prevents waste, does not adversely affect correlative rights, and assures the greatest ultimate recovery of oil, gas and associated hydrocarbon substances. The proposed drilling and spacing unit is not smaller than the maximum area that can be economically and efficiently drained by the authorized wells in such drilling and spacing unit. Applicant further maintains that wells drilled in

the above-proposed drilling and spacing unit will have no adverse effect on correlative rights of adjacent owners. Applicant states that the proposed drilling and spacing unit and number of wells will not have an adverse effect on public, health, safety, and welfare.

9. Applicant states that the wells be drilled from no more than two well pads located within the unit and/or from a legal location on adjacent lands, without exception granted by the Director.

10. The names and addresses of the interested parties according to the information and belief of the Applicant are set forth in Exhibit A attached hereto and made a part hereof, and the undersigned certifies that copies of this Application shall be served on each interested party within seven days after filing of the original application as required by Rules 503.e and 507.b.1.

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 consistent with Applicant's proposals as set forth above.

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.
1125 17th Street, Suite 2200
Denver, CO 80202
303-830-2500
jpierzchala@wsmtlaw.com
gstorm@wsmtlaw.com

Attorneys for Bayswater Exploration & Production LLC

Applicant's Address:

Bayswater Exploration & Production, LLC
730 17th 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.

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

INTERESTED PARTIES

Weld County Department of Planning Services
Troy Swain
1555 North 17th Avenue
Greeley, CO 80631

Colorado Department of Public Health and Environment
Kent Kuster
4300 Cherry Creek Drive South
Denver, CO 80246-1500

Colorado Parks and Wildlife
Brandon Marette
Northeast Region Office
6060 Broadway
Denver, CO 80216

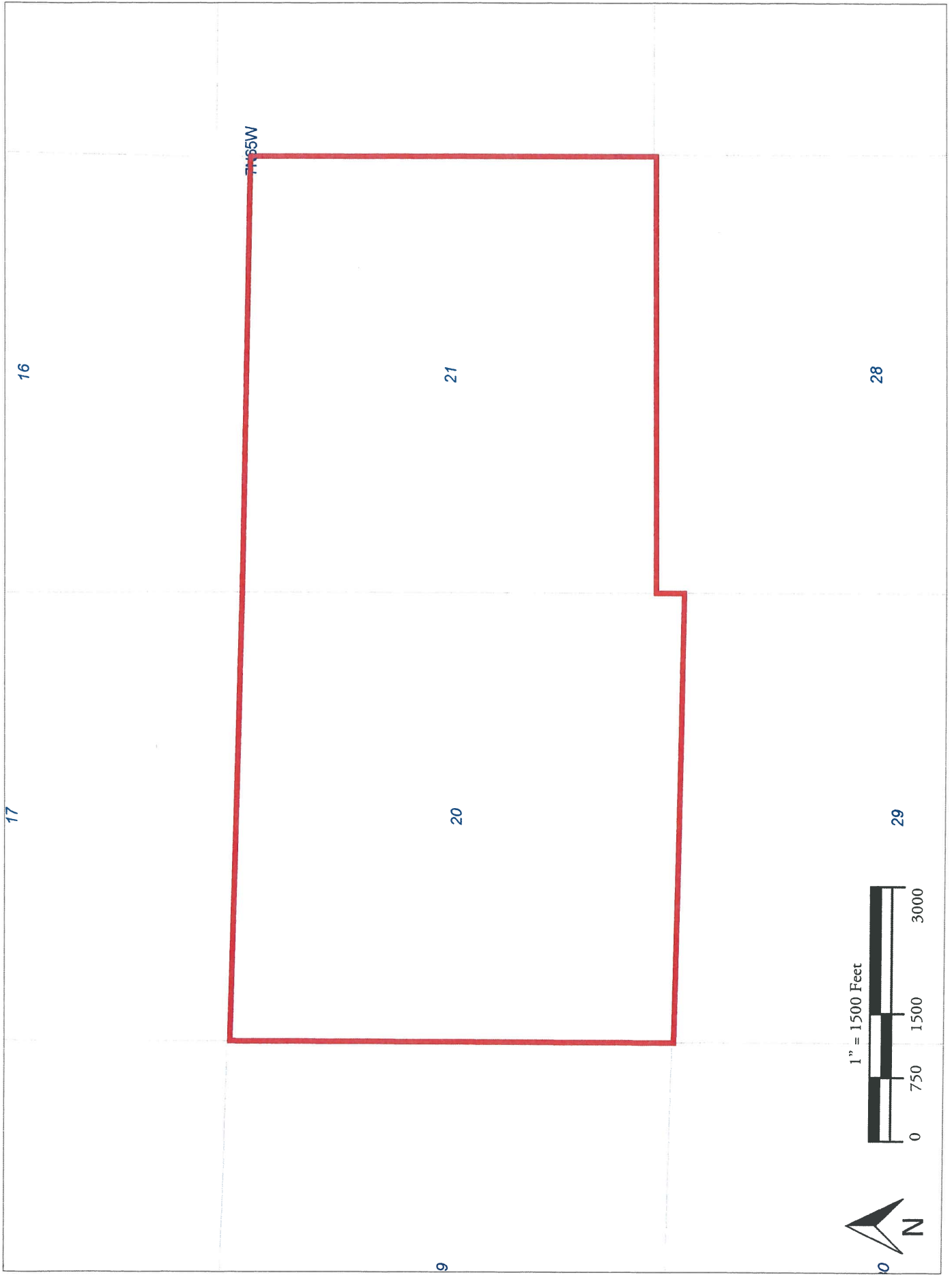
[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]
EXHIBIT A CONTINUED ON NEXT PAGE

EXHIBIT A

INTERESTED PARTIES

PDC Energy, Inc.
Conners Oil & Gas LLC
Noble Energy, Inc.
Noble Energy WyCo, LLC
Anadarko E&P Company LP
WYOTEX Oil Company
Peterson Energy Operating, Inc.
OOGC America, Inc.
FEI-Monfort Joint Venture
Margaret C. Platt
Hurle A. Schneider
William C. Hargis
Barbara E. Bartsch
Mary E. Archer

Exhibit B - Application Lands



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

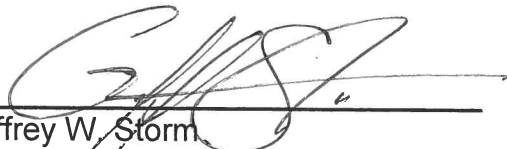
IN THE MATTER OF THE APPLICATION OF)	Cause No. 407
BAYSWATER EXPLORATION &)	
PRODUCTION, LLC FOR AN ORDER)	Docket No. 180100097
VACATING ORDER NO. 407-1001 AND)	
ESTABLISHING AN APPROXIMATE 1,280-)	Type: SPACING
ACRE DRILLING AND SPACING UNIT, AND)	
ESTABLISHING WELL LOCATION RULES)	
FOR THE DRILLING AND PRODUCING OF)	
WELLS FROM THE NIOBRARA AND CODELL)	
FORMATIONS, COVERING SECTIONS 20)	
AND 21, TOWNSHIP 7 NORTH, RANGE 65)	
WEST, 6TH P.M., WATTENBERG FIELD,)	
WELD COUNTY, COLORADO)	

AFFIDAVIT OF MAILING

STATE OF COLORADO §
 §
CITY AND COUNTY OF DENVER §

I, Geoffrey W. Storm, of lawful age, and being first duly sworn upon my oath, state and declare:

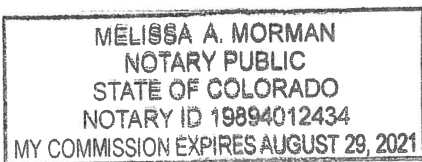
That I am the attorney for Bayswater Exploration & Production, LLC and that on or before December 7 2017, I caused a copy of the attached Application to be deposited in the United States mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

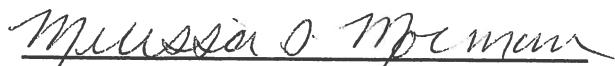


 Geoffrey W. Storm

Subscribed and sworn to before me December 7, 2017.

Witness my hand and official seal.





 Notary Public
 My commission expires: 8/29/2021