

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

IN THE MATTER OF THE APPLICATION OF BAYHORSE
PETROLEUM, LLC FOR AN ORDER ESTABLISHING
SPACING AND WELL LOCATION RULES FOR THE
MARMATON FORMATION FOR CERTAIN DESCRIBED
LANDS IN THE LEFT HAND FIELD (ABD) AREA, KIOWA
COUNTY, COLORADO

CAUSE NO. 252

DOCKET NO.

APPLICATION

COMES NOW Bayhorse Petroleum, LLC ("Applicant"), a Utah limited liability company, by its attorneys, Beatty & Wozniak, P.C., and makes application to the Oil and Gas Conservation Commission of the State of Colorado for an order establishing ten (10) new eighty (80) acre drilling and spacing units and establishing well location rules applicable to the drilling and producing of wells from the Marmaton Formation covering certain described lands in the Left Hand Field Area, Kiowa County, Colorado and in support of its application states and alleges as follows:

1. That Applicant is a corporation duly authorized to conduct business in the State of Colorado.

2. That Applicant owns a leasehold interest in a substantial portion of the following described lands:

Township 18 South, Range 47 West, 6th P.M.

Section 27: N/2 SW/4

S/2 SW/4

Section 28: N/2 NW/4

S/2 NW/4

W/2 NE/4

E/2 NE/4

N/2 SE/4

S/2 SE/4

Section 34: N/2 NW/4

S/2 NW/4

Kiowa County, Colorado

("Application Lands")

3. That there are no spacing orders affecting the Application Lands; the Application Lands are subject to Rule 318. a.

4. That is at least one well that has been drilled, tested and completed in the Marmaton Formation upon lands in the immediate vicinity of the Application Lands. Other wells in the area have penetrated the Marmaton and reached total depth in the Mississippian, beneath the Marmaton.

5. That as to all future Marmaton Formation wells to be drilled upon the Application Lands within each drilling and spacing unit, the well should be located downhole anywhere in the drilling and spacing unit but no closer than 600 feet from the boundaries of the unit without exception being granted by the Director of the Oil and Gas Conservation Commission. It is provided however that in cases where

the Application Lands abut or corner lands in respect of which the Commission has not at the time of drilling permit application granted the right to drill 80-acre density Marmaton Formation wells, the well should be located downhole no closer than 1120 feet from the boundary or boundaries of the drilling unit so abutting or cornering such lands without exception being granted by the Director of the Oil and Gas Conservation Commission.

6. That, except as previously authorized by order of the Commission, wells to be drilled under this application will be drilled from the surface either vertically or directionally from no more than one pad located on a given quarter quarter section (or lots or parcels approximately equivalent thereto) unless exception is granted by the Director of the Colorado Oil and Gas Conservation Commission pursuant to application made for such exception.

7. The granting of this application will not promote waste; will not violate correlative rights and will assure the greatest ultimate recovery of gas and associated hydrocarbon substances from the reservoir.

8. That 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.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing in September, 2009, 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: August __, 2009.

BEATTY & WOZNIAK, P.C.

By: _____
Susan L. Aldridge
William A. Keefe
Andrew Bremner
216 Sixteenth Street-Suite 1100
Denver, Colorado 80202-5115
(ph) 303-407-4499

Address of Applicant:

2558 E. Portsmouth Ave.
Salt Lake City, Utah 84121

VERIFICATION

STATE OF COLORADO

CITY AND COUNTY OF DENVER

)
) ss.
)

Andrew A. Bremner, of lawful age, and being first duly sworn upon his oath, states and declares:

That he is an attorney for Bayhorse Petroleum, LLC, that on or before August ____, 2009, he caused a copy of the attached Application in the subject docket to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

By: _____
Andrew A. Bremner

Subscribed and sworn to before me this _____ day of August, 2009.

Witness my hand and official seal.

My commission expires: _____

Notary Public

EXHIBIT A

Marty L. & Betsy A. Barnett
PO Box 216
1104 Luther
Eads, CO 81036-0216

Leonard M. Davis
1505 Flynn Lane
Dillon, MT 59725

T. T. Teal & Mina Loy Teal, trustees of the
T. T. Teal and Mina Loy Teal Living Trust
PO Box 1015
Clarksville, AR 72830

Helen M. Koch
3039 B 1/2 Road
Grand Junction, CO 81503

Stephen C. & Emily D. Hudkins
105 Legend Hills Blvd.
Llano, TX 78643

Glenn Lee & Phyllis G. Hunter
7730 Sea Crest Way N.
Noblesville, IN 46062-9098

Brett D. Nigh
trustee of the Nigh Revocable Trust
701 Countrywood Ct.
Noblesville, IN 46060

J. Ewing Walker Investment Company, L.L.C.
J. Ewing Walker, Jr., Manager
3916 Woodhead Street
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Merco of Oklahoma, Inc.
Ross M. Coe, Vice President
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Vicki McCurry Cameron
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Cleveland, TX 77328

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205 Turner Ave. #B105
Shelton, WA 98584

Janna Elizabeth McCurry & Clell Wayne Bailey
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Silverdale, WA 98383

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119 Kani Lane
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1512 Cimarron Avenue
Odessa, TX 79761

Eloise Kathleen McRee Buck
900 Westway St.
Denton, TX 76201

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FOG, LLC
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Mark & Julia McCurry
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Wichita Falls, TX 76301-7145

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26351 N Hwy 281
Stephenville, TX 76401

Randy T. Wright
aka Randy T. Andrews
4 Harbor Road
Dayton, NV 89403

Frank W. Bunnell Trust
c/o Shannon Eckols, Trust Asset Manager
Wells Fargo Trust OGM Regional Office
750 E. Mulberry, Suite 402
San Antonio, TX 78212

Brockton M. Bunnell Trust
c/o Shannon Eckols, Trust Asset Manager
Wells Fargo Trust OGM Regional Office
750 E. Mulberry, Suite 402
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Shelly D. Bunnell Trust
c/o Shannon Eckols, Trust Asset Manager
Wells Fargo Trust OGM Regional Office
750 E. Mulberry, Suite 402
San Antonio, TX 78212

Mildred D. Richard Estate
c/o Nancy Richard Greer, Executor
5813 N. Barnes Ave.
Oklahoma City, OK 73112-7320

Jones-Daube Mineral Company
c/o Patti Wilcox
PO Box 1169
Duncan, OK 73534-1169

Gary Mac & Loretta K. Dryden
1600 Elver Road
Canyon, TX 79015

Van Edward Dryden
2116 S Polk St
Amarillo, TX 79109-2652

Michael Victor & Dorothy R. McRee
263 NW Colquitt Way
Lake City, FL 32055-4853

Curtis Kirby Trust
c/o Tony Lilley
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Springfield, MO 65802

C. Stanley & Debbie Kirby
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Ardmore, OK 73402

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Downs, IL 61736

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Jackson, WY 83001

Yvonne M. Martin
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Debra C. Lening
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Colorado Division of Wildlife
6060 Broadway
Denver, CO 80216

Colorado Department of Public Health
and Environment
4300 Cherry Creek Drive South
Denver, CO 80246-1530

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AFFIDAVIT OF MAILING

Susan L. Aldridge, of lawful age, and being first duly sworn upon her oath, states and declares:

That she is the attorney for Bayhorse Petroleum, LLC, that on or before August ____, 2009, she caused a copy of the attached Application in the subject docket to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

By: _____
Susan L. Aldridge

Subscribed and sworn to before me this ____ day of August, 2009.

Witness my hand and official seal.

My commission expires:

Notary Public