

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 ALLOWING ONE (1) ADDITIONAL)	Cause No. 252
WELL IN AN 80-ACRE DRILLING AND)	
SPACING UNIT FOR THE MARMATON)	Docket No. _____
FORMATION IN THE S1/2SW1/4 OF)	
SECTION 21, TOWNSHIP 18 SOUTH,)	
RANGE 47 WEST IN KIOWA COUNTY,)	
COLORADO)	

APPLICATION

Bayhorse Petroleum, LLC ("Applicant"), by and through its attorneys, Beatty & Wozniak, P.C., respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order to permit one (1) additional well (for a total of two (2) wells) in an established 80-acre drilling and spacing unit for the Marmaton Formation in the following lands:

Township 18 South, Range 47 West, 6th P.M.
Section 21: S1/2SW1/4

Kiowa County, Colorado (hereinafter, the "Infill Application Lands"). A map showing the Infill Application Lands is attached.

In support of its Application, Applicant states and alleges as follows:

1. Applicant is a limited liability company duly authorized to conduct business in the State of Colorado.
2. Applicant owns a substantial portion of the leasehold interests on the Infill Application Lands.
3. Commission Order No. 252-8 established 80-acre drilling and spacing units for the Infill Application lands and allows for the drilling and completion of one (1) well in each established 80-acre drilling and spacing unit. Order No. 252-8 further allows each proposed well to be drilled in the designated drilling and spacing unit no closer than 600' from the boundaries of the drilling and spacing unit.
4. For purposes of this Application, Applicant requests that an additional one (1) infill well be allowed for production from the Marmaton Formation covering the Infill Application Lands for a total of two (2) wells in the Infill Application Lands. Applicant states that the infill well shall be drilled in the designated 80-acre drilling and spacing unit no closer than 600' from the boundaries of the drilling and spacing unit.

5. Applicant asserts that one (1) well will not efficiently and economically drain the applicable 80-acre drilling and spacing unit on the Infill Application Lands and that one (1) additional infill well on the Infill Application Lands is necessary to prevent waste, protect correlative rights and to assure the greatest recovery of gas and associated hydrocarbons from the Marmaton formation in accordance with the Colorado statutes and the Commission rules.

6. Applicant asserts the one (1) additional infill well can be developed in a manner consistent with protection of public health, safety and welfare.

7. 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 the next seven days as required by Rule 503.e.

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. Establishing that one (1) additional infill well (for a total of two (2) authorized Marmaton wells) may be completed in the applicable 80-acre drilling and spacing unit for gas and associated hydrocarbons from the Marmaton Formation underlying the Infill Application Lands.

B. Establishing that the infill well shall be drilled in a designated 80-acre drilling and spacing unit no closer than 600' from the outer boundaries of the drilling and spacing unit with no interwell setback required.

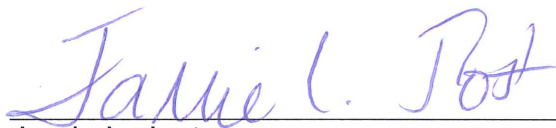
C. For such other findings and orders as the Commission may deem proper or advisable in the premises.

Dated this 24th day of June, 2012.

Respectfully submitted:

BAYHORSE PETROLEUM, LLC

By:



Jamie L. Jost

Matthew J. Lepore

Beatty & Wozniak, P.C.

216 Sixteenth St. -Suite 1100

Denver, Colorado 80202

Telephone No.: (303) 407-4499

Applicant's Address:

Bayhorse Petroleum, LLC
ATTN: Larry F. Manikowski
2558 E. Portsmouth Avenue
Salt Lake City, UT 84121

VERIFICATION

STATE OF UTAH

CITY AND COUNTY OF SALT LAKE

)
) ss.
)

Larry Manikowski of lawful age, being first duly sworn upon oath, deposes and says that he is a Vice President & CFO/COO for Bayhorse Petroleum, LLC and that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge, information and belief.

By: Larry F. Manikowski
Larry F. Manikowski

Subscribed and sworn to before me this 20 day of June, 2012.

Witness my hand and official seal.

My commission expires: 3/14/15

Zachary A. Mitchell
Notary Public

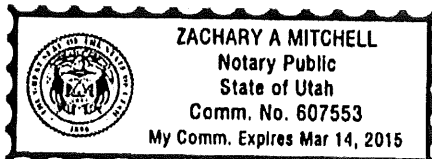


EXHIBIT A
Interested Parties

Kim Kaal
Energy Liaison - DOW
711 Independent Avenue
Grand Junction, CO 81505

Kent Kuster
Colorado Department of Public Health and
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4300 Cherry Creek Drive South
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PO Box 216
1104 Luther
Eads, CO 81036-0216

Leonard M. Davis
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Mina Loy Teal, trustee of the
T. T. Teal and Mina Loy Teal Living Trust
PO Box 1015
Clarksville, AR 72830

Helen M. Koch
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Grand Junction, CO 81503

Stephen C. & Emily D. Hudkins
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Brett D. Nigh
trustee of the Nigh Revocable Trust
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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.
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Julia McCurry
205 Turner Ave. #B105
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Janna Elizabeth McCurry & Clell Wayne Bailey
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Stigler, OK 74462

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c/o Rafter T Ranch LLC
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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
San Antonio, TX 78212

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 C. Kirby Trust
Antoinette Lilley, Successor Trustee
1405 E. Elm
Republic, MO 65738

C. Stanley & Debbie Kirby
9052 N Kirby Lane
Fair Grove, MO 65648

John H. Davisson et al
Dianne Davisson
315 3rd Street, Suite D
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William F. Wilcox
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Eads, CO 81036-9669

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Ardmore, OK 73402

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Wiley, CO 81092

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Wichita, KS 67217-2010

L. Darlene Jones
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Downs, IL 61736

Madonna Hawks
c/o Yvonne M. Martin
1790 Diamond Hitch Drive
Jackson, WY 83001

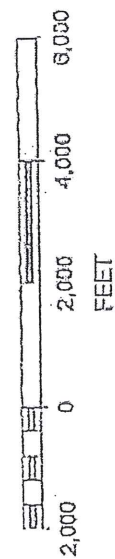
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James W. Wimzeler
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Houston, TX 77042-2252

Judith Ann Little
PO Box 1588
Ardmore, OK 73402

T18S - R47W
KIOWA COUNTY



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AFFIDAVIT OF MAILING

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

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

That she is an attorney for Bayhorse Petroleum, LLC, that on or before
June 21, 2012, 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:

Jamie L. Jost

Jamie L. Jost

My commission expires



Teresa L. Peterson

Notary Public