

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

IN THE MATTER OF THE APPLICATION
OF BAYHORSE PETROLEUM, LLC FOR
AN ORDER POOLING ALL INTERESTS
IN A DRILLING AND SPACING UNIT
COMPRISED OF THE NW1/4SE1/4 OF
SECTION 21, TOWNSHIP 18 SOUTH,
RANGE 47 WEST IN THE LEFT HAND
FIELD (ABD) AREA, KIOWA COUNTY,
COLORADO

CAUSE NO: 252

DOCKET NO:

APPLICATION

COMES NOW, Bayhorse Petroleum, LLC (referred to herein as "Applicant"), by and through its undersigned attorneys, and makes application to the Oil and Gas Conservation Commission of the State of Colorado ("COGCC"), for an order to pool all interests in a proposed forty (40) acre drilling and spacing unit for multiple formations in the following described lands:

Township 18 South, Range 47 West, 6th P.M.
Section 21: NW/4SE/4

Kiowa County, Colorado (hereinafter "Application Lands")

In support of its application, Applicant states and avers 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 a substantial portion of the Application Lands.
3. Based upon a concurrently filed, pending application before the COGCC, it is anticipated that the Application Lands will be established as an approximate 40 acre drilling and spacing unit to test for production of oil, gas, and associated hydrocarbons from multiple formations.
4. Applicant plans to drill the Trade Winds 4-21 well (the "Well") in the drilling and spacing unit consisting of the Application Lands.
5. Applicant, pursuant to the provisions of C.R.S. § 34-60-116 (6) & (7) and Commission Rule 530, seeks an order pooling all interests in the forty (40) acre drilling and spacing unit and/or the Application Lands, including any nonconsenting interests therein.

6. Applicant requests that the Commission's pooling order be made effective as of the earlier of the date of this Application, or the date that the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of a well on the Application Lands.

7. Applicant certifies that copies of this Application will be served on all persons owning an interest in the mineral estate of the tracts to be pooled within seven (7) days of the date hereof, as required by Rule 507.b(2), and that at least thirty (30) days prior to the hearing on this matter, each such interest owner not already leased or voluntarily pooled will be offered the opportunity to lease, or to participate in the drilling of the well, and will be provided with the information required by Rule 530. The list of such interested parties is attached hereto as Exhibit A.

8. That in order to prevent waste and to protect correlative rights, all interests in the Application Lands should be pooled, including any nonconsenting interests therein.

WHEREFORE, Applicant requests that this matter be set for hearing at the next available opportunity, that notice be given as required by law, and that upon such hearing, the Commission enter its order:

A. Pooling all interests in the forty (40) acre drilling and spacing unit and/or the Application Lands;

B. Providing that the Commission's pooling order is made effective as of the earlier of the date of this Application, or the date that the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of a well on the Application Lands;

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 C.R.S. § 34-60-116(7), and made subject to the cost recovery provisions thereof; and

D. For such other findings and orders as the Commission may deem proper or advisable in this matter.

DATED this 21st day of June, 2012.

Respectfully submitted:

BAYHORSE PETROLEUM, LLC

By: Jamie L. Jost

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

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)
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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.

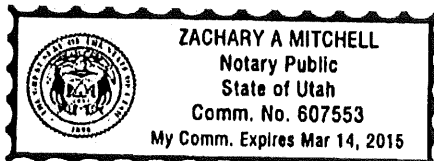
By: Larry F. Manikowski
Larry F. Manikowski

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



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AFFIDAVIT OF MAILING

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

Matthew J. Lepore, 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
June 28, 2012, 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.

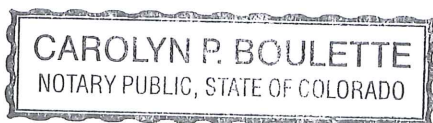
By: _____

Matthew J. Lepore

Subscribed and sworn to before me this 21 day of June, 2012.

Witness my hand and official seal.

My commission expires: 10/22/2015.



My Comm. Expires October 22, 2015

Carolyn P. Boulette
Notary Public

EXHIBIT A

Bayhorse Petroleum, LLC
Larry F. Manikowski, Manager
2558 E. Portsmouth Ave.
Salt Lake City, UT 84121-5627

Manikowski Minerals, LLC
Larry F. Manikowski, Manager
2558 E. Portsmouth Ave.
Salt Lake City, UT 84121-5627

Vaughn Minerals, LLC
Rodney L. Vaughn, Manager
491 Birch Lane
Providence, UT 84332

Oil Tyfoons, LLC
Jeffrey W. Vaughn, Manager
9748 S. Bluffside Drive
Sandy, UT 84092

Randy Pitcher
14046 So. Emmeline Dr.
Herriman, UT 84096

Brett A. James
4805 N. Meadow Loop Rd. #59
Park City, UT 84098

Indian Plains Exploration and
Production LLC
Robert L. Kliesen, Manager
P. O. Box 312
Eads, CO 81036

Kliesens Sons and Daughters LLC
Jacqueline Rittgers, Manager
712 East 14th
Eads, CO 81036

LaVanda C. Mitchek
P. O. Box 369
Cheyenne Wells, CO 80810

Glen Beeson
P. O. Box 884
Eads, CO 81036

Black Gold Drilling, Inc.
Allen J. Gross, President
1401 N. El Camino Real, Suite 207
San Clemente, CA 92672

Paula Jo Barby
P. O. Box 442
Laverne, OK 73848

J. Weber, Inc.
Jerry Weber, President
13599 US Highway 385
Sheridan Lake, CO 81071

Denis Weber
65676 State Highway 96
Sheridan Lake, CO 81071

Theresa Weber
65676 State Highway 96
Sheridan Lake, CO 81071

McCartney Minerals, LLC
Jack McCartney, Manager
4251 Kipling Street, Suite 575
Wheatridge, CO 80033

Antoinette Lilley
819 S. Kentwood Ave.
Springfield, MO 65802

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

Virginia Lee Gamm
19001 South Richfield
Green Valley, AZ 85614