

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 AN EXPLORATORY DRILLING AND  
SPACING UNIT COMPRISED OF THE  
NW1/4NE1/4 OF SECTION 17,  
TOWNSHIP 35 SOUTH, RANGE 47  
WEST, BACA COUNTY, COLORADO

CAUSE NO:

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 exploratory drilling and spacing unit for multiple formations in the following described lands:

Township 35 South, Range 47 West, 6<sup>th</sup> P.M.  
Section 17: NW/4NE/4

Baca 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 Colorado Oil and Gas Conservation Commission, it is anticipated that the Application Lands will be established as an approximate 40 acre exploratory drilling and spacing unit to test for production of oil, gas, and associated hydrocarbons from multiple formations.
4. Applicant plans to drill the Arthur Canyon 1-17 well (the "Well") in the exploratory 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 exploratory 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

)  
)  
) 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.

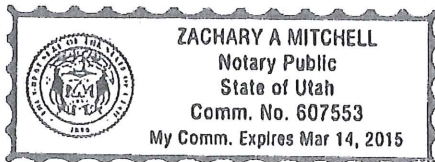
By: Larry F. Manikowski  
Larry F. Manikowski

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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CAUSE NO:

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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.

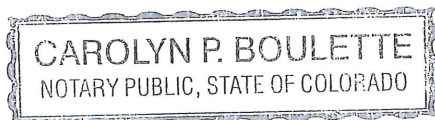
By: \_\_\_\_\_

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

E. M. Des Marteau  
15709 Quail Ridge Drive  
Smithville, MO 64089

V. Brandy LeMae  
custodian for Carmen Joseph Vigil, V  
99 Hickory Avenue  
Boulder, CO 80303

Maxine L. McMahan  
8250 East Arabian Trl, #116  
Scottsdale, AZ 85258

Don & Mary Hallock  
701 Church St.  
Springfield, CO 81073

Larry D. & Gwynne Hallock  
725 Bear Creek Dr.  
Fort Collins, CO 80526

Dana & Kerry Christie  
200 Park St.  
Springfield, CO 81073

Zola Porter  
Rt. 1, Box 27  
Amber, OK 73004

Johnson & Smith, Limited Liability Limited  
Partnership  
a/k/a Johnson & Smith, LLLP,  
a Colorado limited liability limited  
partnership  
Johnsons I & II Family Corporation,  
General Partner  
Jane Ann Johnson Smith, President  
12506 WCR 19  
Platteville, CO 80651

Cherryl & Duane Larson  
PO Box 2333  
Gillette, WY 82717

Zora Belle & Gary Alan Koch  
70 E. Whistlers Bend Circle  
The Woodlands, TX 77384

Georgia & Robert L. Lacy  
1112 Chiron St.  
Lafayette, CO 80026

Steve Johnson  
individually & with Durable Power of  
Attorney for  
Jessie Lee Johnson, a widow  
11234 Coonrod Rd.  
Cheyenne, WY 82001

Maxine Johnson  
PO Box 1727  
Clinton, OK 73601

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

Roger W. Crecely & William A. Montgomery  
co-trustees of the Montgomery Trust A  
PO Box 1115  
Leadville, CO 80461

Beverly & William Reish  
807 35th St.  
Cody, WY 82414

Frances Lee Meyer  
trustee of the Marian F. Earp Mineral Trust  
PO Box 241  
Morrisonville, IL 62546

Frances Lee Meyer  
trustee of the Marian F. Earp  
1990 Irrevocable Trust  
PO Box 241  
Morrisonville, IL 62546

James & Bonita Hammontree  
16705 Redbud Drive  
Catoosa, OK 74015

R. Wayne Wilkins Jr.  
his own separate property  
16732 Merriman Rd.  
Livonia, MI 48154

Alma L. Johnson  
her own separate property  
PO Box 494  
Little York, NY 13087

Leslie H. Wilkins  
her own separate property  
PO Box 104  
Preble, NY 13142

Mary Dale Lange  
her own separate property  
2598 Rt. 11A  
Lafayette, NY 13084

Ross M. Wilkins  
his own separate property  
446 Meadow Vista Dr.  
Evergreen, CO 80439

Edward M. Garrett, DDS  
separate properties  
2929 West University Blvd.  
Durant, OK 74701

John Marshall Garrett  
separate properties  
4011 Delmonte Drive  
Boise, ID 83704

Betty Jane Garrett  
PO Box 906  
Boise City, OK 73933

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

Paul S. Carey  
3605 Saddleback Rd.  
Park City, UT 84098

Jo-Allyn Oil Co., Inc.  
Allen Barby, President  
PO Box 446  
Laverne, OK 73848

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

Hermanos Perdidos, LLC  
Jeffrey W. Vaughn, Manager  
9748 S. Bluffside Drive  
Sandy, UT 84092

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North Salt Lake, UT 84054

Richard A. & Bronwyn A. Cooke III  
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Kualapuu, HI 96757

Back Country Investments LLC  
Randy Pitcher, Manager  
14046 So. Emmeline Dr.  
Herriman, UT 84096

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

Terrence Haynes  
5355 Cassat Cr.  
Kearns, UT 84118

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

Matthew H. Davy  
PO 981413  
Park City, UT 84098

Norman L. Nelson  
First State Bank  
105 West Main  
Norton, KS 67654

Ward Petroleum Corporation  
Gilbert Tompson, VP - Land  
502 S. Fillmore  
Enid, OK 73703

Larry P. Friend  
1639 Burns  
Wichita, KS 67203-2757

Sonja & Tommy Bronniman  
904 S. 11th Street  
Lamar, CO 81052