

February 26, 2013

Mr. Matt Lepore, Director
Colorado Oil and Gas Conservation Commission
1120 Lincoln Street, Suite 801
Denver, CO 80203

RE: Exception Location Request Rule 318A.a.
13 Pad: Thornton 11-22, Thornton 12-22, Thornton 13-22, Thornton 14-22, Thornton 19-22,
Thornton 32-22, Thornton 36-22, Thornton 33-22, Thornton 34-22, Thornton 22-22, Thornton 25-22,
Thornton 23-22, and Thornton 35-22,
SWSW, Section 22, Township 7N, Range 66W
Weld County, Colorado

Dear Mr. Matt Lepore,

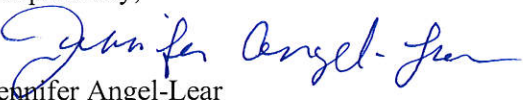
Bayswater Exploration & Production, LLC (Bayswater), is planning to drill the above mentioned wells to the Codell/Niobrara formations.

The surface locations of Bayswater's proposed wells have been staked outside of the 318A.a GWA drilling window. The locations are being permitted as exception locations. Bayswater has obtained written permission contained in a Surface use agreement from the surface owner. The Surface use agreement allows the wells to be located in a specific location (outside the GWA Drilling window) as shown in Exhibit A.

The surface owner did not sign our original sent waiver because they thought the surface use agreement allowed the exception. The surface use agreement states in Item #4: Location "the location of the wells, the access roads to the well site and all other facilities relative to the well to be constructed on the lands are depicted on Exhibit A". Exhibit A shows the well pad and depicts it outside of the GWA drilling window which the surface owner has agreed to by signing the surface use agreement which includes Exhibit A.

Bayswater requests that the COGCC review the enclosed information and approve the requested exception location and Application for Permit to Drill for the above captioned wells.

Respectfully,


Jennifer Angel-Lear
Regulatory Technician
Agent for Bayswater Exploration & Production, LLC

We are what we repeatedly do. Excellence, then, is not an act, but a habit.

-Aristotle