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June 4, 2013

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

**RE: COGCC Rule 318A.a. Exception Location Request – GWA Window
COGCC Rule 318A.c. Exception Location Request – Twinning
Heckman 9-20, Heckman 16-20, Winter 1-29, Winter 8-29 Wells
NENE Section 29, Township 7 North, Range 67 West
Weld County, Colorado**

Dear Mr. Lepore,

Bayswater Exploration & Production, LLC (Bayswater) is planning to drill the above referenced 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 permission by way of a waiver contained in the SUA with the surface owner.

Under COGCC Rule 318A.c. any new twinning well is to be located within fifty (50) feet of an existing well. Bayswater is requesting the surface well locations greater than fifty (50) feet from a well. Bayswater has obtained permission by way of a waiver contained in the SUA with the surface owner.

Bayswater respectfully requests that the COGCC review the enclosed information and approve the requested exception location waivers and Application for Permit to Drill for the above referenced wells. Thank you for your attention to the enclosed.

Respectfully,

DeAnne M. Spector
Regulatory Analyst
Agent for Bayswater Exploration & Production, LLC

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

-Aristotle