



July 22, 2013

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

1801 W. 13th Ave
Denver, CO 80204
Ph: 303.928.7128
www.petro-fs.com

**RE: COGCC Rule 318A.e.: Proposed Wellbore Spacing Unit
Windsor LV B-14H
NENE Section 14, Township 6 North, Range 67 West
Weld County, Colorado**

Dear Mr. Lepore:

Bayswater Exploration & Production, LLC (Bayswater) is planning to drill the above referenced well in accordance with the provisions set out in COGCC Rule 318A.e. Bayswater's proposed wellbore spacing unit consists of:

Windsor LV B-14H
SWSW, SESW, SWSE, SESE, Section 11, Township 6 North, Range 67 West
NWNW, NENW, NWNE, NENE, Section 14, Township 6 North, Range 67 West
Containing 320 acres

Bayswater is not the only owner within the proposed wellbore spacing unit and has provided notice to the remaining owner(s) within this spacing unit, as required by COGCC Rule 318A.e.(6). Copies of the required notification letter(s) is/are on file at Bayswater's office. The required thirty (30) day notice period has elapsed absent the receipt by Bayswater of any objection to their proposal by the owner(s) within the proposed spacing unit for the subject well.

Enclosed is a copy of the Well Location Certificate and Plat illustrating the proposed wellbore spacing unit to assist in your review and approval of Bayswater's proposed Application for Permit to Drill (APD) for the Windsor LV B-14H well.

Bayswater respectfully requests the COGCC review the enclosed information and approve the requested exception location waiver and APD for the Windsor LV B-14H. Many thanks for your attention to this matter.

Respectfully,

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

:dms
Enclosures

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

-Aristotle

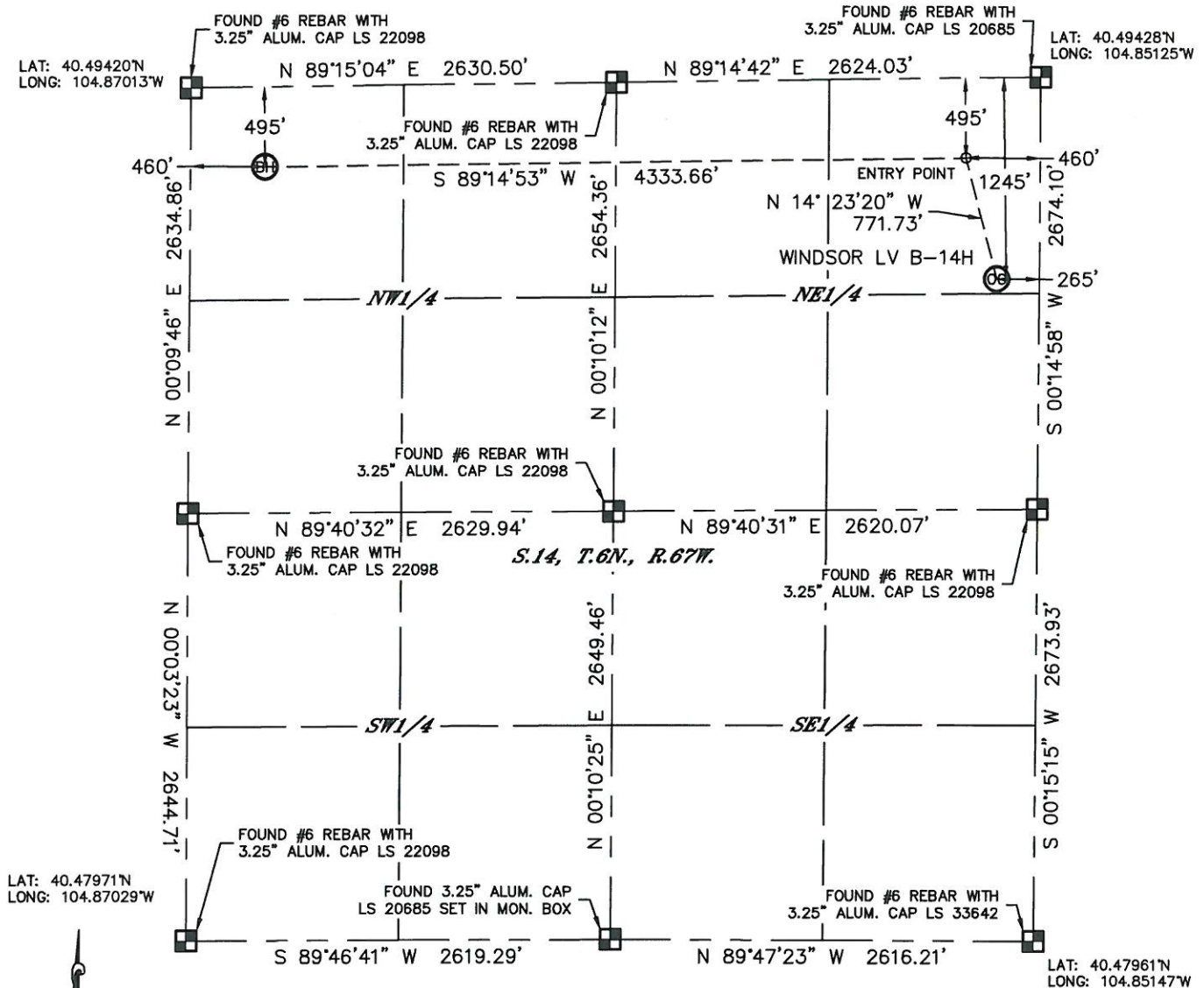


Lat40°, Inc. 1635 Foxtrail Drive, Suite 325 Loveland, CO 970-776-3321

WELL LOCATION CERTIFICATE

THIS MAP DOES NOT REPRESENT A BOUNDARY SURVEY

SECTION: 14
TOWNSHIP: 6N
RANGE: 67W



In accordance with a request from Jesse White with APOLLO OPERATING, LLC.

Lat40°, Inc. has determined the surface location of the WINDSOR LV B-14H to be 1245' from the NORTH line and 265' from the EAST line and the bottom hole to be 495' from the NORTH line and 460' from the WEST line as measured at right angles from the section lines of Section 14, Township 6 North, Range 67 West of the Sixth Principal Meridian, County of Weld, State of Colorado.

I hereby state that this Well Location Certificate was prepared by me, or under my direct supervision, that the fieldwork was completed on 4/25/2013, for and on behalf of APOLLO OPERATING, LLC. That this is not a Land Survey Plat or an Improvement Survey Plat, and that it is not to be relied upon for establishment of fence, building, or other future improvement lines.

NOTE:

- 1) Bearings shown are Grid Bearings of the Colorado State Plane Coordinate System, North Zone, North American Datum 1983/2007. The lined dimensions as contained herein are based upon the "U.S. Survey Foot."
- 2) Ground elevations are based on an observed GPS elevation (NAVD 1988 DATUM).
- 3) IMPROVEMENTS: See LOCATION DRAWING for all visible improvements within 400' of disturbed area.
- 4) SURFACE USE: CROP LAND
- 5) INSTRUMENT OPERATOR: WYATT HALL

SURFACE LOCATION

LAT: 40.49086°N
LONG: 104.85225°W
PDOP: 1.5
ELEV: 4845'
1/41/4: NE1/4NE1/4
NEAREST PROPERTY LINE: 265' E

ENTRY POINT

LAT: 40.49292°N
LONG: 104.85292°W

BOTTOM HOLE

LAT: 40.49285°N
LONG: 104.86850°W

NOTE

According to Colorado law, you must commence any legal action based upon any defect in this W.L.C. within three years after you discover such defect. In no event, may any action based upon any defect in this survey be commenced more than ten years after the date of the certificate shown hereon. (13-80-105 C.R.S.)

LEGEND

- = ALIQUOT MONUMENT AS DESCRIBED
- = CALCULATED POSITION

Brian T. Brinkman—On behalf of Lat40°, Inc.
Colorado Licensed Professional Surveyor
Land Surveyor No. 38175
DATE: 4/26/2013
PROJECT#: 2012076



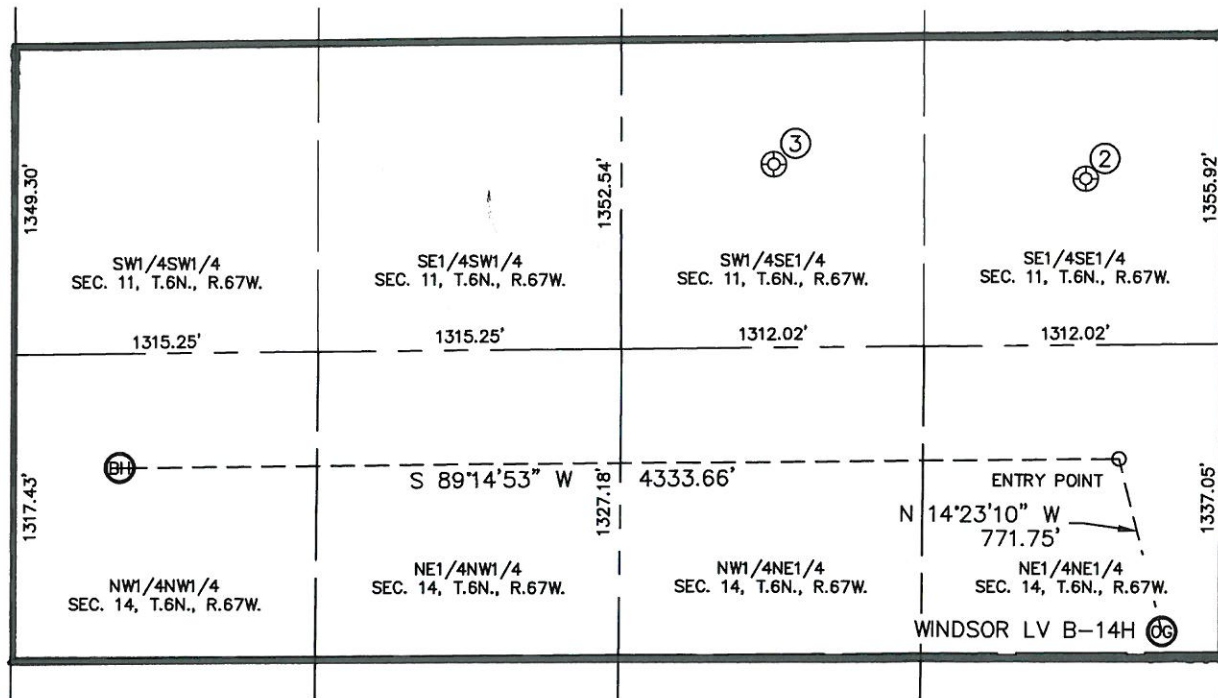


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SITE SKETCH

WINDSOR LV B-14H

SECTION: 14
TOWNSHIP: 6N
RANGE: 67W



②

MILLER 1
SE1/4SE1/4
721' FSL
612' FEL
LAT-40.49625°N
LONG-104.85344°W
PDOP: 4.2
ELEV: 4847'

③

MILLER 34-11
SW1/4SE1/4
795' FSL
1966' FEL
LAT-40.49643°N
LONG-104.85831°W
PDOP: 4.2
ELEV: 4836'



0 800
1"=800'

DATE: 4/26/2013
PROJECT#: 2012076