

July 13, 2016

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
Thornton 28-H Pad: SWNW Section 28, Township 7 North, Range 66 West
Weld County, Colorado

Dear Mr. Lepore:

Bayswater Exploration & Production, LLC (Bayswater) is planning to drill 24 horizontal wells on the above referenced pad as follows:

Thornton A-29-30HN	1554' FNL 355' FWL	Section 28-T7N-R66W	Document # 401054358
Thornton B-29-30HC	1569' FNL 355' FWL	Section 28-T7N-R66W	Document # 401054625
Thornton C-29-30HN	1584' FNL 355' FWL	Section 28-T7N-R66W	Document # 401055733
Thornton D-29-30HN	1599' FNL 355' FWL	Section 28-T7N-R66W	Document # 401055867
Thornton E-29-30HC	1614' FNL 355' FWL	Section 28-T7N-R66W	Document # 401056021
Thornton F-29-30HN	1629' FNL 355' FWL	Section 28-T7N-R66W	Document # 401056181
Thornton G-29-30HN	1644' FNL 355' FWL	Section 28-T7N-R66W	Document # 401071214
Thornton H-29-30HC	1659' FNL 355' FWL	Section 28-T7N-R66W	Document # 401071266
Thornton I-29-30HN	1674' FNL 355' FWL	Section 28-T7N-R66W	Document # 401071347
Thornton J-29-30HN	1689' FNL 355' FWL	Section 28-T7N-R66W	Document # 401073512
Thornton K-29-30HC	1704' FNL 355' FWL	Section 28-T7N-R66W	Document # 401073596
Thornton L-29-30HN	1719' FNL 355' FWL	Section 28-T7N-R66W	Document # 401073648
Thornton M-29-30HN	1734' FNL 355' FWL	Section 28-T7N-R66W	Document # 401073729
Thornton N-29-30HC	1749' FNL 355' FWL	Section 28-T7N-R66W	Document # 401073793
Thornton O-29-30HN	1764' FNL 355' FWL	Section 28-T7N-R66W	Document # 401073914
Thornton P-29-30HN	1779' FNL 355' FWL	Section 28-T7N-R66W	Document # 401073966
Thornton Q-29-30HC	1794' FNL 355' FWL	Section 28-T7N-R66W	Document # 401074279
Thornton R-29-30HN	1809' FNL 355' FWL	Section 28-T7N-R66W	Document # 401074396
Thornton S-29-30HN	1824' FNL 355' FWL	Section 28-T7N-R66W	Document # 401074488
Thornton T-29-30HC	1839' FNL 355' FWL	Section 28-T7N-R66W	Document # 401074540
Thornton U-29-30HN	1854' FNL 355' FWL	Section 28-T7N-R66W	Document # 401074644
Thornton V-29-30HN	1869' FNL 355' FWL	Section 28-T7N-R66W	Document # 401074811
Thornton W-29-30HC	1884' FNL 355' FWL	Section 28-T7N-R66W	Document # 401075953
Thornton X-29-30HN	1899' FNL 355' FWL	Section 28-T7N-R66W	Document # 401075996



The surface locations of the above referenced proposed wells have been staked outside of the Colorado Oil & Gas Conservation Commission (COGCC) Rule 318A.a. Greater Wattenberg Area Drilling Window and are being permitted as exception locations. Bayswater's northern most proposed well is located approximately 112 feet west of the SWNW Drilling Window. These wells are being proposed outside of the Drilling Window due to an agreed upon location in the Surface Damage Agreement with the surface owner. Bayswater has obtained written permission from the surface owner by way of signed waiver.

Bayswater respectfully requests the COGCC to review the enclosed information and approve the requested exception location request and Applications for Permit to Drill for these wells.

Respectfully,

A handwritten signature in blue ink, appearing to read 'Jeff Annable'.

Jeff Annable
Regulatory Analyst
Agent for Bayswater Exploration & Production, LLC