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January 12, 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.c.
2 Pad: Bower 10-3 and Bower 15-3
NESE, Section 3, Township 6N, Range 67W
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.

Under the 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, contained in the form of a waiver, from the surface owner.

Bayswater requests that the COGCC approve the requested exception location for the above referenced wells.

Respectfully,

A handwritten signature in blue ink that reads "Julie L. Padilla". The signature is written in a cursive style.

Julie L. Padilla
Regulatory Manager
Agent for Bayswater Exploration & Production, LLC

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

-Aristotle