



7535 Hilltop Circle
Denver, CO 80221
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PRIORITY MAIL: 9405 5036 9930 0047 5662 78

April 30, 2015

Noble Energy, Inc.
1625 Broadway, Suite 2000
Denver, Colorado 80202

RE: COGCC Rule 317.s. Statewide Fracture Stimulation Setback
Carlson G-15-16HN Well: NENE Section 15, Township 5 North, Range 65 West
Carlson I-15-16HN Well: NENE Section 15, Township 5 North, Range 65 West
Carlson J-15-16HN Well: NENE Section 15, Township 5 North, Range 65 West
Carlson K-15-16HC Well: NENE Section 15, Township 5 North, Range 65 West
Carlson L-15-16HN Well: NENE Section 15, Township 5 North, Range 65 West
Weld County, Colorado

Ladies and Gentlemen:

Bayswater Exploration & Production, LLC (Bayswater) is applying to the Colorado Oil and Gas Conservation Commission (COGCC) to drill the above referenced wells on the Carlson 15-D Pad. COGCC Rule 317.s. stipulates that no portion of a proposed wellbore's treated interval shall be located within 150 feet from an existing (producing, shut-in, or temporarily abandoned) or permitted oil and gas wellbore's treated interval without the signed, written consent from the operator of the encroached upon wellbore. As currently planned, the following wells' treated intervals are within 150 feet of the proposed horizontals' treated intervals:

1. Emma F15-18D (API: 05-123-30282), 127 foot offset from Carlson G-15-16HN Well
2. Emma F15-21D (API: 05-123-30283), 147 foot offset from Carlson K-15-16HC Well
3. Emma F15-21D (API: 05-123-30283), 18 foot offset from Carlson L-15-16HN Well
4. Sandusky 1 (API: 05-123-12218), 38 foot offset from Carlson I-15-16HN Well
5. Rob PM 15-7 (API: 05-123-14055), 34 foot offset from Carlson J-15-16HN Well
6. Eisenman 22-15 (API: 05-123-17552), 122 foot offset from Carlson J-15-16HN Well
7. Williams F15-17D (API: 05-123-30558), 129 foot offset from Carlson G-15-16HN Well
8. Williams PM F15-8 (API: 05-123-14056), 87 foot offset from Carlson J-15-16HN Well
9. Williams F15-22D (API: 05-123-30557), 144 foot offset from Carlson K-15-16HC Well
10. Williams F15-22D (API: 05-123-30557), 21 foot offset from Carlson L-15-16HN Well

Pursuant to Rule 317.s. the signed written consent shall be attached to the Form 2 Application for Permit to Drill (APD), for the proposed wellbores. The distance between wellbores measurement shall be based upon the directional survey for drilled wellbores and the deviated drilling plan for permitted wellbores, or as otherwise reflected in the COGCC well records. The distance shall be measured from the perforation or mechanical isolation device.

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

-Aristotle

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Per COGCC Rule 317.s., Bayswater is requesting operator consent of the encroached upon setback for the existing wells referenced above. Should you find this acceptable, please so indicate by executing this consent and returning to our office in the self-addressed, stamped envelope provided herein.

If you should have any questions or require additional information, please do not hesitate contacting me at 303.928.7128 or via email at regulatory@petro-fs.com. Thank you for your consideration of this matter.

Respectfully,

A handwritten signature in blue ink, appearing to read "Jennifer Grosshans", is written over the typed name and title.

Jennifer Grosshans
Regulatory Analyst
Agent for Bayswater Exploration & Production, LLC

:jg

Enclosures: Self-addressed, stamped envelope

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