

BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

IN THE MATTER OF THE PROMULGATION)	CAUSE NO. 407
AND ESTABLISHMENT OF FIELD RULES TO)	
GOVERN OPERATIONS IN THE WATTENBERG)	DOCKET NO. <i>To be assigned</i>
FIELD, WELD COUNTY, COLORADO)	

APPLICATION

Bill Barrett Corporation ("BBC" or "Applicant"), by and through its attorneys, Burleson LLP, respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order to pool all interests in an approximate 640-acre drilling and spacing unit established for Section 25, Township 8 North, Range 62 West, 6th P.M., for the development and operation of the Niobrara Formation. In support of its Application, Applicant states and alleges as follows:

1. Applicant is a corporation duly authorized to conduct business in the State of Colorado, and has registered as an operator with the Commission.
2. Applicant owns substantial leasehold interests in the below-listed lands:

Township 8 North, Range 62 West, 6th P.M.
Section 25: All

These lands are hereinafter referred to as the "Application Lands." A map depicting the acreage comprising the Application Lands is attached hereto and marked as Exhibit A.

3. On or about February 22, 2011, the Commission entered Order No. 535-3, which, among other things, established 640-acre drilling and spacing units for certain lands, including the Application Lands, and approved one horizontal well for each unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation, with the surface location for each horizontal well to be located anywhere upon the drilling and spacing unit with the initial perforation and the ultimate bottomhole location being no closer than 600 feet from the boundaries of the unit, without exception being granted by the Director.

4. Acting pursuant to the relevant provisions of §34-60-116(6) & (7), C.R.S., and Rule 530., Applicant seeks an order pooling all interests in the Application Lands (wherein the Applicant has drilled and completed the Cass Farms #11-25H Well, API #05-123-32424), for the development and operation of the Niobrara Formation.

5. Applicant requests that the pooling order entered as a result of this Application be made effective as of the date of this Application, or the date that the costs specified in §34-60-116(7)(b)(II), C.R.S., are first incurred for the drilling of a Niobrara Formation well on the Application Lands, whichever is earlier.

6. The granting of this Application is in accord with the Oil and Gas Conservation Act, found at §34-60-101, *et seq.*, C.R.S., and the Commission rules.

7. That the names and addresses of the interested parties (persons who own any interest in the mineral estate of the tracts to be pooled, except owners of overriding royalty interest) are attached hereto and marked Exhibit B. The Applicant shall submit a certificate of service for the Application within the seven days as required by Rule 503.e.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing, that notice be given as required by law and that upon such hearing this Commission enter its order:

A. Pooling all interests in the Application Lands, for the development and operation of the Niobrara Formation.

B. Providing that the pooling order is made effective as of the date of this Application, or the date that the costs specified in §34-60-116(7)(b)(II), C.R.S., are first incurred for the drilling of a Niobrara Formation well on the Application Lands, whichever is earlier.


C. Providing that the interests of any owners, with whom the Applicant has been unable to secure a lease or other agreement to participate in the drilling of the authorized well, are pooled by operation of statute, pursuant to §34-60-116(7), C.R.S., and made subject to the cost recovery provisions thereof.

D. For such other findings and orders as the Commission may deem proper or advisable in the premises.

DATED this 17th day of September, 2012.

Respectfully submitted,

BILL BARRETT CORPORATION

By: 

Robert A. Willis (Colorado Bar No. 26308)

Burleson LLP

Wells Fargo Center

1700 Lincoln Street, Suite 1300

Denver, CO 80203

(303) 801-3200

Applicant's Address:

1099 18th Street, Suite 2300

Denver, CO 80202

VERIFICATION

STATE OF COLORADO

)

) ss.

CITY & COUNTY OF DENVER

)

Colleen Kennedy, Senior Landman for Bill Barrett Corporation, upon oath deposes and says that she has read the foregoing Application and that the statements contained therein are true to the best of her knowledge, information and belief.

BILL BARRETT CORPORATION

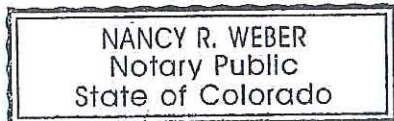
Colleen Kennedy
Colleen Kennedy

Subscribed and sworn to before me this 17 day of September, 2012, by Colleen Kennedy, Senior Landman for Bill Barrett Corporation.

Witness my hand and official seal.

My commission expires: 1-15-2013

Nancy R. Weber
Notary Public



My Commission Expires

Application Lands -

Sec. 25, T8N, R62W
Weld County

Exhibit A
Application Map


13	18	17		15	14	13	18	17
24	19	20		T8N R62W	23	24	19	20
25	30	29		27	26	<div> <div>Cass Farms #11-25H</div> <div>  </div> </div>	30	29
36	31	32		34	35	36	31	32
1	6	5		3	2	1	6	5
12	7	8		10	11	12	7	8
13	18	17		T7N R62W	14	13	18	17

EXHIBIT B

INTERESTED PARTIES

The names and addresses of the interested parties (persons who own any interest in the mineral estate of the tracts to be pooled, except owners of overriding royalty interest) according to the information and belief of the Applicant are set forth in this Exhibit B.

Bill Barrett Corporation
1099 18th Street, Suite 2300
Denver, CO 80202

Robert A. Willis
Burleson LLP
1700 Lincoln St., Suite 1300
Denver, CO 80290

Noble Energy, Inc.
1625 Broadway, Suite 2000
Denver, CO 80264

SKV, LLC
1750 Lafayette Street
Denver, CO 80218

Ward Petroleum Corp.
P.O. Box 1187
502 S. Fillmore
Enid, OK 73702

BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

IN THE MATTER OF THE PROMULGATION) CAUSE NO. 407
AND ESTABLISHMENT OF FIELD RULES TO)
GOVERN OPERATIONS IN THE WATTENBERG) DOCKET NO. *To be assigned*
FIELD, WELD COUNTY, COLORADO)

AFFIDAVIT OF MAILING


STATE OF COLORADO)
)ss.
CITY AND COUNTY OF DENVER)

Jessica Rauh, of lawful age, and being first duly sworn upon her oath, states and declares that she caused a copy of the Application (for an order to pool all interests in Section 25, Township 8 North, Range 62 West, 6th P.M. in the above-captioned matter to be deposited in the United States Mail, postage prepaid, addressed to the interested parties on the attached Exhibit A on this 20th day of September 2012.


Jessica Rauh

Subscribed and sworn to before me on the 20th day of September, 2012.

Witness my hand and official seal.


Notary Public

My commission expires: 1/15/2013

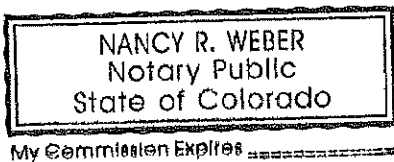


EXHIBIT A

Bill Barrett Corporation
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Robert A. Willis
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Denver, CO 80264

SKV, LLC
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Denver, CO 80218

Ward Petroleum Corp.
P.O. Box 1187
502 S. Fillmore
Enid, OK 73702

BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

IN THE MATTER OF THE APPLICATION OF BILL)	CAUSE NO. 535
BARRETT CORPORATION FOR AN ORDER)	
POOLING ALL INTERESTS IN AN APPROXIMATE)	DOCKET NO. 1211-UP-265
640-ACRE DRILLING AND SPACING UNIT)	
ESTABLISHED FOR SECTION 25, TOWNSHIP 8)	
NORTH, RANGE 62 WEST, 6 TH P.M., FOR THE)	
DEVELOPMENT AND OPERATION OF THE)	
NIOBRARA FORMATION, UNNAMED FIELD, WELD)	
COUNTY, COLORADO)	

SUPPLEMENTAL LIST OF INTERESTED PARTIES

Bill Barrett Corporation ("BBC" or "Applicant"), by and through its attorneys, Burleson LLP, respectfully submits this Supplemental List of Interested Parties (attached hereto and marked Exhibit C) to the Oil and Gas Conservation Commission of the State of Colorado.

DATED this 28th day of November, 2012.

Respectfully submitted,

BILL BARRETT CORPORATION

By: 

Robert A. Willis
Burleson LLP
Attorneys for BBC

EXHIBIT C

SUPPLEMENTAL LIST OF INTERESTED PARTIES

The names and addresses of the additional interested parties (persons who own any interest in the mineral estate of the tracts to be pooled, except owners of overriding royalty interest) related to the pending Application in this matter and according to the information and belief of the Applicant are set forth in this Exhibit C.

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Larry Wayne Hunt
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Phyllis Edith Camp Nelson
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Severence, CO 80550

Frederick C. Jones, II
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Greeley, CO 80534

Katherine Freeman
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Englewood, CO 80111

Ann Emrick a/k/a Ann Freeman Emrick
810 S. Jackson St.
Denver, CO 80209

Helen Roth
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Wiggins, CO 80654

Lee Roy Rothe
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Sterling, CO 80751

Emanuel Rothe
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Greeley, CO 80634

Kelly Anne Gabarini
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Carmichael, CA 95608

Kevin L. Rothe
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Greeley, CO 80634

Nathan Kyle Rothe
412 Sharon Parkway
Golden, CO 80403

Wolma Stromberger
1919 68th Ave.
Greeley, CO 80634

Ronald Rothe as Trustee of the Kenneth Rothe
Trust
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Ault, CO 80610

Matthew Penn Rothe
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Stanford, CA 94305