

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

IN THE MATTER OF THE APPLICATION OF)	
BILL BARRETT CORP. FOR AN ORDER)	CAUSE NO. 407
POOLING ALL INTERESTS IN THE 640-ACRE)	
DRILLING AND SPACING UNIT ESTABLISHED)	DOCKET NO. <i>To be assigned</i>
FOR SECTION 13, TOWNSHIP 6 NORTH,)	
RANGE 62 WEST, 6 TH P.M., FOR THE)	
DEVELOPMENT/OPERATION OF THE)	
NIOBRARA FORMATION, WATTENBERG)	
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 13, Township 6 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 6 North, Range 62 West, 6th P.M.
Section 13: 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. 535-4, 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 Dutch Lake #11-13H Well, API #05-123-33588), 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) will be submitted in a separate pleading. 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 7th day of March, 2013.

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:

Colleen Kennedy, Senior Landman

Bill Barrett Corporation

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 7 day of March, 2013, by Colleen Kennedy, Senior Landman for Bill Barrett Corporation.

Witness my hand and official seal.

My commission expires:

1-15-2017

NANCY R. WEBER
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID # 19974000612
MY COMMISSION EXPIRES JANUARY 15, 2017

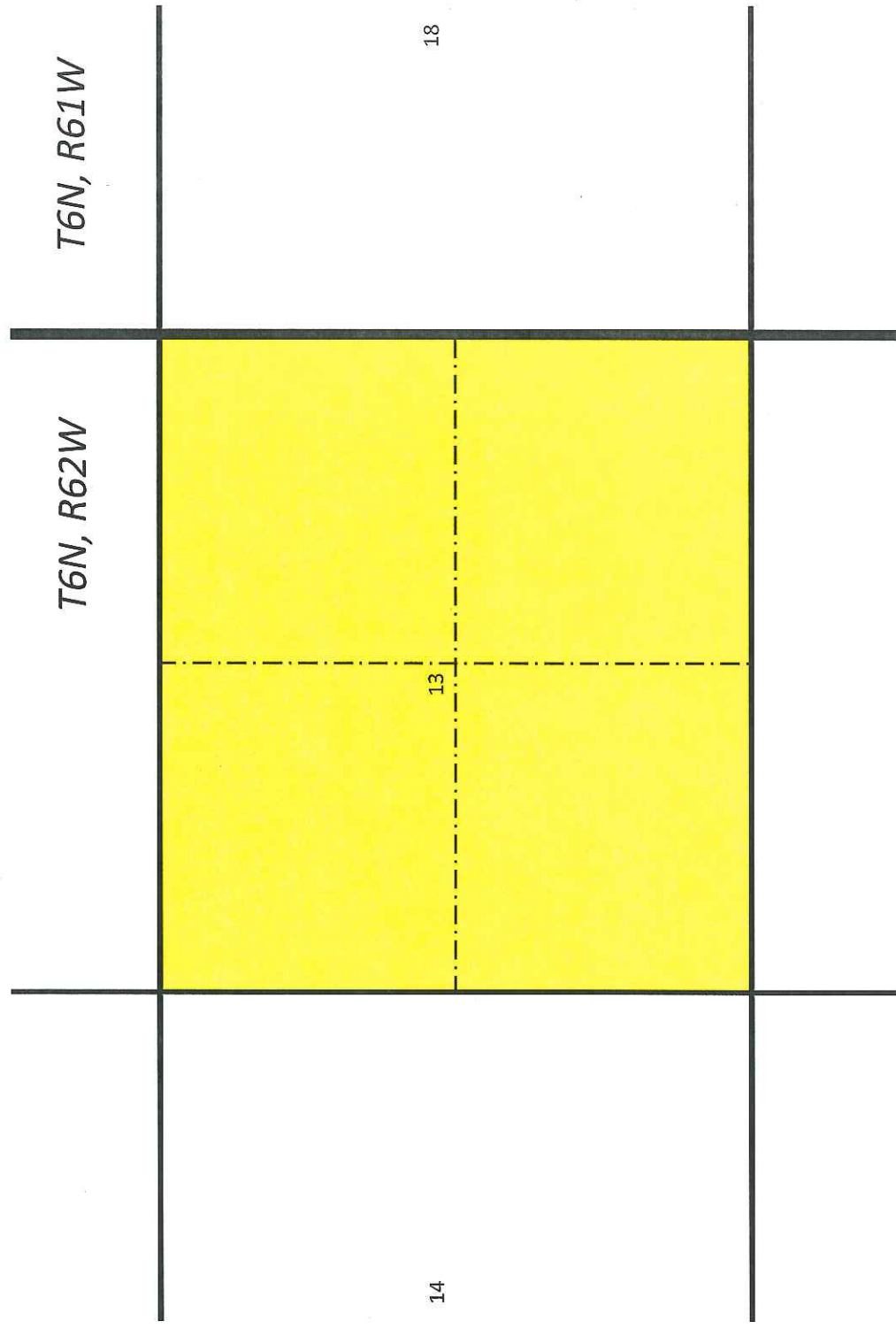
Notary Public

Exhibit A
Application Map

Sec. 13, T6N, R62W
Weld County



Application lands -



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

IN THE MATTER OF THE APPLICATION OF BILL)	CAUSE NO. 407
BARRETT CORP. FOR AN ORDER POOLING ALL)	
INTERESTS IN THE 640-ACRE DRILLING AND)	DOCKET NO. <i>To be assigned</i>
SPACING UNIT ESTABLISHED FOR SECTION 13,)	
TOWNSHIP 6 NORTH, RANGE 62 WEST, 6 TH P.M.,)	
FOR THE DEVELOPMENT/OPERATION OF THE)	
NIOBRARA FORMATION, WATTENBERG FIELD,)	
WELD COUNTY, COLORADO)	

LIST OF INTERESTED PARTIES

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

DATED this 11th day of March, 2013.

Respectfully submitted,

BILL BARRETT CORPORATION

By: 

Robert A. Willis
Burleson LLP
Attorneys for BBC

EXHIBIT B

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 B.

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

Robert A. Willis
Burleson LLP
1700 Lincoln St., Suite 1300
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Marathon Oil Company
5555 San Felipe
Houston, TX 77056

Marubeni Denver Julesburg LLC
2800 Post Oak Blvd., Suite 6000
Houston, TX 77056

R. Lewis Fillmore
P.O. Box 258
Boone, CO 80125

Paul Wood, et ux.
4636 W. B Street
Greeley, CO 80634