

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

IN THE MATTER OF THE APPLICATION OF BILL)	
BARRETT CORPORATION FOR AN ORDER)	CAUSE NOS. 407 & 535
POOLING ALL INTERESTS IN THE 640-ACRE)	
DRILLING AND SPACING UNIT ESTABLISHED FOR)	DOCKET NO. <i>To be assigned</i>
SECTION 1, TOWNSHIP 4 NORTH, RANGE 61 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 1, Township 4 North, Range 61 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 4 North, Range 61 West, 6th P.M.
Section 1: 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 (subject to pending corrections) 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.

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 plans to drill the East Platte #1-01H Well, API #05-123-33925) for the initial permitted horizontal Niobrara Formation well drilled under Order No. 535-4, 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 the initial permitted horizontal Niobrara 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 underlying Section 1, Township 4 North, Range 61 West, 6th P.M., except overriding royalty interest owners) and an associated certificate of service shall be submitted within 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 initial permitted horizontal Niobrara Formation well drilled under Order No. 535-4, for the development and operation of the Niobrara Formation, with the pooling order 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.

B. 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.

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

DATED this 30th day of May, 2013.

Respectfully submitted,

BILL BARRETT CORPORATION

By: 

Robert A. Willis (Colorado Bar No. 26308)
Burleson LLP
Wells Fargo Center
1700 Lincoln Street, Suite 1300
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(303) 801-3200

Applicant's Address:

Hal Writer, Senior Landman
Bill Barrett Corporation
1099 18th Street, Suite 2300
Denver, CO 80202

VERIFICATION

STATE OF COLORADO

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) SS.

CITY & COUNTY OF DENVER

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Hal Writer, Senior Landman for Bill Barrett Corporation, upon oath deposes and says that he has read the foregoing Application and that the statements contained therein are true to the best of his knowledge, information and belief.

BILL BARRETT CORPORATION

96220

Hal Writer

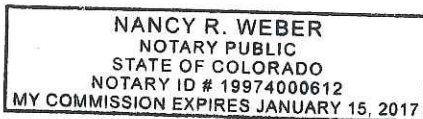
Subscribed and sworn to before me this 30 day of May, 2013, by Hal Writer, Senior Landman for Bill Barrett Corporation.

Witness my hand and official seal.

My commission expires: 1-15-2017

Nancy K. Weber

Notary Public



Application Lands - 

Sec. 1, T4N, R61W
Weld County

Exhibit A
Application Map

13	18	17	16	15	14	13	18	17
24	19	20	21	22	23	24	19	20
25	30	29	28 T5N R61W	27	26	25	30	29
36	31	32	33	34	35	36	31	32
1	6	5	4	3	2		6	5
12	7	8	9 T4N R61W	10	11	12	7	8
13	18	17	16	15	14	13	18	17