

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

IN THE MATTER OF AN APPLICATION BY BILL)	
BARRETT CORPORATION FOR AN ORDER)	CAUSE NOS. 407 & 535
POOLING ALL INTERESTS IN THE 320-ACRE)	
HORIZONTAL WELLBORE SPACING UNIT)	DOCKET NO. <i>To be assigned</i>
ESTABLISHED FOR THE S½ N½ & N½ S½ OF)	
SECTION 3, TOWNSHIP 4 NORTH, RANGE 63 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 pooling all interests in the approximate 320-acre horizontal wellbore spacing unit established for the S½ N½ & N½ S½ of Section 3, Township 4 North, Range 63 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 63 West, 6th P.M.
Section 3: S½ N½ and N½ S½

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 April 27, 1998, the Commission adopted Rule 318A. which, among other things, allowed certain drilling locations to be utilized to drill or twin a well, deepen a well or recomplete a well and to commingle any or all Cretaceous Age Formations from the base of the Dakota Formation to the surface. Rule 318A. supersedes all prior Commission drilling and spacing orders affecting well location and density requirements of Greater Wattenberg Area wells. On December 5, 2005, Rule 318A. was amended, among other things, to allow interior infill and boundary wells to be drilled and wellbore spacing units to be established. On August 8, 2011, Rule 318A. was again amended, among other things, to address drilling of horizontal wells. The Application Lands are subject to this Rule for the Niobrara Formation.

4. Acting pursuant to Rule 318A.e., the Applicant designated and subsequently established an approximate 320-acre horizontal wellbore spacing unit for two planned horizontal wells (namely, the 70 Ranch 4-63-3-32H Well, API #05-123-35734, and the 70 Ranch 4-63-3-33H Well, API #05-123-35732), for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. BBC notified all owners of each proposed horizontal wellbore spacing unit pursuant to Rule 318.A.e.(6). Further, BBC did not receive any objections to the

establishment of the proposed unit within the 30-day response period and, as such, hereby certifies to the Commission that it did not receive any objections to either the proposed well location or proposed spacing unit.

5. 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, including but not limited to, those interests of any nonconsenting owners, in the Application Lands wherein BBC has drilled and completed the 70 Ranch 4-63-3-32H Well and the 70 Ranch 4-63-3-33H Well (the "Wells"), for the development and operation of the Niobrara Formation.

6. 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 Wells on the Application Lands, whichever is earlier.

7. 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.

8. 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 under 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 approximate 320-acre horizontal wellbore spacing unit established for the Application Lands, 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 the Wells 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 Wells drilled and completed in the Niobrara Formation, 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 17th day of July, 2013.

Respectfully submitted,

BILL BARRETT CORPORATION

By:

Robert A. Willis (Colorado Bar No. 26308)

Burleson LLP

Wells Fargo Center

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Denver, CO 80203

(303) 801-3200

Applicant's Address:

Bill Barrett Corporation

Hal Writer, Senior Landman

1099 18th Street, Suite 2300

Denver, CO 80202

VERIFICATION

STATE OF COLORADO

)

) SS.

CITY & COUNTY OF DENVER

)

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

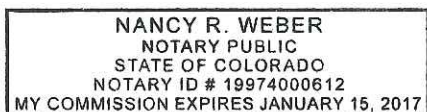
9/12

Hal Writer

Subscribed and sworn to before me this 17 day of July, 2013, by Hal Writer,
Landman for Bill Barrett Corporation.

Witness my hand and official seal.

My commission expires: 1-15-2017



Notary Public

Exhibit A
Application Map

Sec. 3, T4N, R63W
Weld County

Application lands - 

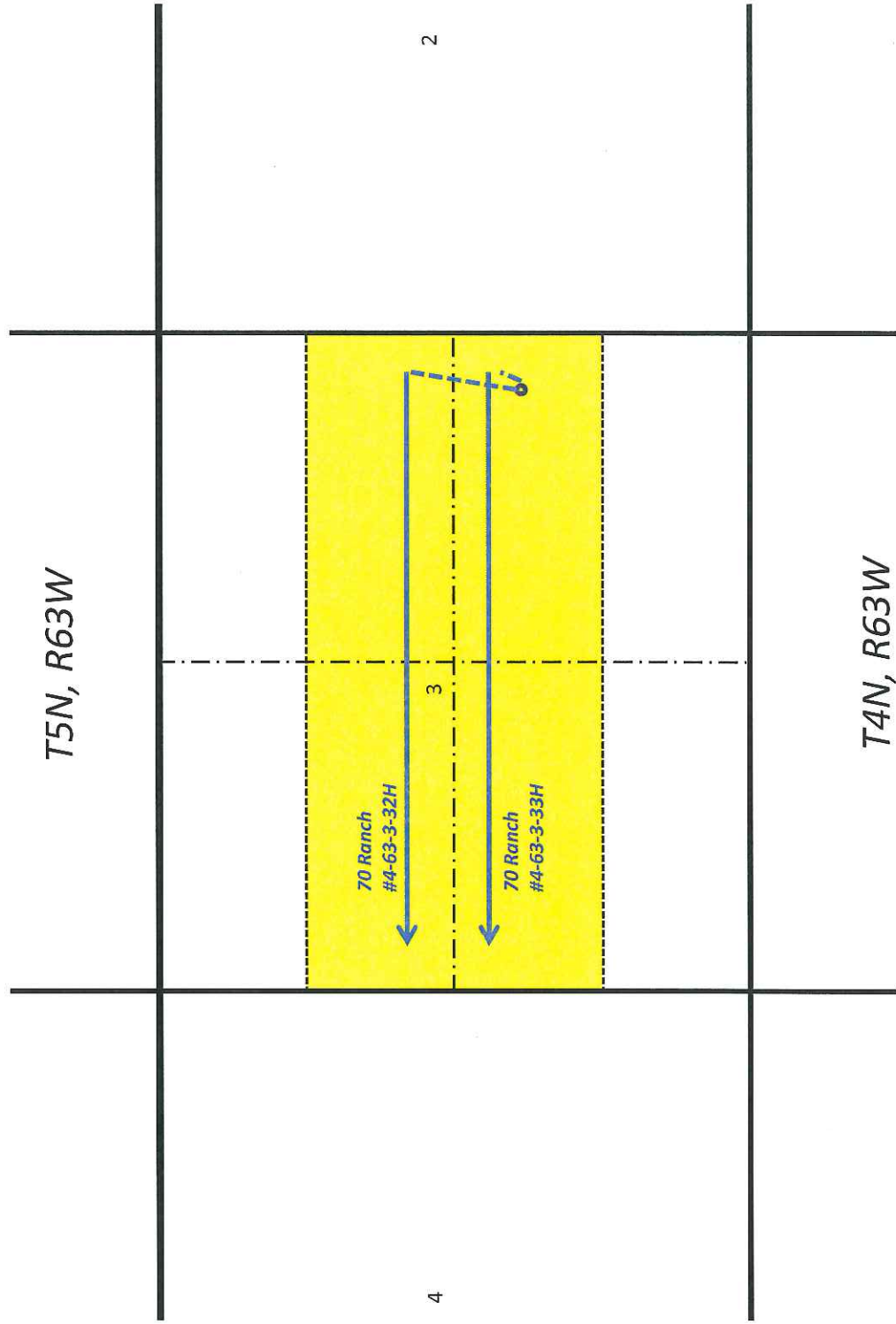


EXHIBIT B

INTERESTED PARTIES

The names and addresses of the interested parties (persons who own any interest in the mineral estate underlying the S½ N½ and N½ S½ of Section 3, Township 4 North, Range 63 West, 6th P.M., except overriding royalty interest owners) according to the information and belief of the Applicant are set forth in this Exhibit B.

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George M. Harris
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Anadarko E&P Company, LP
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70 Ranch, LLC
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Ermajean Bergendahl, deceased
Apparent Heir:
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Eaton, CO 80615

Arlene Carlile
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Sterling, CO 80751-3780

Joyce Cherry
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Denver, CO 80236

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Sterling, CO 80751

Clarence Croissant
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Edwin Croissant
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MPT Trust
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Edward Merkle Phillips
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Kevin W. Schmidt, as Personal Representative
of the Estate of Irene Schmidt, deceased
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LaSalle, CO 80645

The Prospect Company
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Shirley J. Unrein & Nancy E. Coakley, as joint
tenants
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Sterling, CO 80751

Gerald Croissant
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Leona Croissant
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Lewis Lee Allard
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Rodney Croissant
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tenants
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