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 POOLING ALL INTERESTS IN THE 640-ACRE DRILLING AND SPACING UNITS ESTABLISHED FOR SECTION 18, TOWNSHIP 6 NORTH, RANGE 61 WEST, 6TH P.M., FOR THE DEVELOPMENT/OPERATION OF THE CODELL AND NIOBRARA FORMATIONS, WATTENBERG FIELD, WELD COUNTY, COLORADO	)	CAUSE NOS. 407 & 535 DOCKET NO. *To be assigned*

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: (1) pooling all interests in the approximate 640-acre drilling and spacing unit to be established for Section 18, Township 6 North, Range 61 West, 6th P.M., for the development and operation of the Niobrara Formation; and (2) pooling all interests in the approximate 640-acre drilling and spacing unit to be established for said Section 18, for the development and operation of the Codell 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 majority leasehold interests in the below-listed lands:

Township 6 North, Range 61 West, 6th P.M.
Section 18: 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. The Application Lands are unspaced with respect to the Codell Formation, which are common sources of supply underlying said lands and, as such, Rule 318.a. applies to said lands and under said rule, wells greater than 2,500 feet in depth shall be located not less than 600 feet from any lease line, and shall not be located less than 1,200 feet from any other producible or drilling well when drilling to the same common source of supply, unless authorized by order of the Commission upon hearing.

4. 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 certain portions of this Rule for the Codell and Niobrara Formations.

5. On or about February 22, 2011, the Commission entered Order No. 535-4 (corrected on April 4, 2013) 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 treated interval of the permitted wellbore to be located no closer than 460 feet from the boundaries of the unit.

Pooling of all interests for the development/operation of the Niobrara Formation

6. Applicant has filed a contemporaneous application with the Commission seeking an order to authorize the drilling of up to seven (7) additional horizontal wells, for a total of up to eight (8) wells, within the approximate 640-acre drilling and spacing unit established for the Application Lands, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

7. 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 for the initial permitted horizontal Niobrara Formation well drilled within the Application Lands and any subsequent horizontal wells authorized by the Commission (at present, BBC has plans to drill and complete the Greasewood #08-18H Well, API #05-123-33780, within the Application Lands), for the development and operation of the Niobrara Formation.

8. 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.

Pooling of all interests for the development/operation of the Codell Formation

9. Applicant has filed a contemporaneous application with the Commission to establish an approximate 640-acre drilling and spacing unit for the Application Lands, for the production of oil, gas and associated hydrocarbons from the Codell Formation.

10. 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 for the initial permitted horizontal Codell Formation well drilled within the Application Lands and any subsequent horizontal wells authorized by the Commission, for the development and operation of the Codell Formation.

11. 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 Codell well on the Application Lands, whichever is earlier.

* * *

12. 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.

13. 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 Application Lands for the initial permitted horizontal Niobrara Formation well drilled within the Application Lands and any subsequent horizontal wells authorized by the Commission, 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. Pooling all interests in the Application Lands for the initial permitted horizontal Codell Formation well drilled within the Application Lands and any subsequent horizontal wells authorized by the Commission, for the development and operation of the Codell 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 Codell 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 an authorized well proposed for the Niobrara or Codell 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.

D. 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
1700 Lincoln Street, Suite 1300
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

_____
Hal Writer

Subscribed and sworn to before me this 17 day of July, 2013, by Hal Writer, 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

Application Lands -

Sec. 18, T6N, R61W
Weld County

Exhibit A
Application Map

EXHIBIT B

INTERESTED PARTIES

The names and addresses of the interested parties (persons who own any interest in the mineral estate underlying Section 18, Township 6 North, Range 61 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.

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

Robert A. Willis
Burleson LLP
1700 Lincoln St., Suite 1300
Denver, CO 80203

Lucille M. Hecht
Family Tree P.O. Box 260498
Lakewood, CO 80226

Evelyn R. Elliott
Family Tree P.O. Box 260498
Lakewood, CO 80226

Barbara Stratton
11640 Shoshone Way
Westminster, CO 80234

Harriet R. Couillard
181 Emerald St.
Broomfield, CO 80020

R. Lewis Fillmore
P.O. Box 258
Boone, CO 81025

Dwight A. Baker and Joyce E. Baker
37483 WCR 100
Briggsdale, CO 80611

Purcell Conservation Group, LLC
1522 64th Avenue
Greeley, CO 80634

Marathon Oil Company
5555 San Felipe
Houston, TX 77056

Marubeni Denver Julesburg. LLC
5847 San Felipe Street #1706
Houston, TX 77057

Heirs or Devisees of Alexander H. Canning
Cornish, CO

Milton C. Garwood
2323 S. Jackson St.
Denver, CO 80210

Mable Garwood Stevens
4545 S. Yosemite St.
Denver, CO 80237

Remora Oil Company
P.O. Box 101026
Denver, CO 80250

McMahon Energy Partners, L.P.
4545 S. Monaco St. #144
Denver, CO 80237

Stephen D. Komatz
8076 S. Franklin Ct.
Centennial, CO 80122

Deborah Komatz Martin
P.O. Box 2508
Edwards, CO 81632

Arwin M. Bolin
2570 W. Fir Avenue
Fresno, CA 93711

Marathon Oil Company
5555San Felipe
Houston, TX 77056

Johnna Bavoso
1625 Lakeshore Dr.
Ft. Collins, CO 80525

Doris Mae Beverly
P.O. Box 158
Broomfield, CO 80038

Steven Cline
P.O. Box 18835
Boulder, CO 80308

Paul D. Wood and Terry Wood
4636 W. B Street
Greeley, CO 80634

Rodney Willis Bolin
6028 Routt Ct.
Arvada, CO 80004

Frank Komatz
1930 E. 8th Avenue
Denver, CO 80206

David F. Kiomatz
4950 Pinyon,
Littleton, CO 80123

Richard A. Horn
15846 W. Bayaud Dr.
Golden, Co 80401

Kathryn Lynn Miranda
20 St. Peters Rd.
Twickenham, London TW11QX England

Morris D. Huffman and Caroline E. Huffman
2232 Sheri Drive
Emmett, Idaho 83617

Gloria Joyce Bolin
8541 N. Maden
Clovis, CA 93611

Paul L. Morris
7800 Ranch Rd.
Flower Mound, TX 75002

David R. Huffman and Elsie Mae Huffman
P.O. Box 433
Tabernash, CO 80478

Edgar J. Bolin
719 17th St. #9
Greeley, CO 80631

Rodney E. Bolin
33438 WCR 85
Briggsdale, CO

Raymond Keith Snyder
2127 7th Avenue
Greeley, CO 80631

Janice Pafford
1006 North Oakwood Dr.
Mahomet, IL 61853

Bonanza Creek Energy Operating Company
5601 Truxton Avenue #210
Bakersfield, CA 93309

Mary Bures
8910 W. 179th Street,
Tinley Park, IL 60478

Joyce D. Snyder
2127 7th Avenue
Greeley, CO 80631

Joyce D. Snyder
2127 7th Avenue
Greeley, CO 8061

Donna J. Willis
5132 E. Fair Dr.
Centennial, CO 80121

Stephen Gregg Bures
8910 West 179th St.
Tinley Park, IL 60478

Reuel Bolin
39630 WCR 392,
Briggsdale, CO

Reuel Bolin and Dorothy Bolin
33438 WCR 85
Briggsdale, CO

Carol Pitner
2601 C Augusta Lane
Hays, KS 67601

Don Blackstone and Linda Blackstone
82 Diablo Dr.
Alamogordo, NM 88310

Joyce D. Snyder and Raymond Keith Snyder
2127 7th Avenue
Greeley, CO 80631

Rodney Willis Bolin
6028 Routt Court
Arvada, CO 80004

DJ Resources, Inc.
1600 Broadway, Suite 1960
Denver, CO 80202