

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
AUTHORIZING ADDITIONAL WELLS IN THE 640-)	
ACRE DRILLING AND SPACING UNIT ESTABLISHED)	DOCKET NO. <i>To be assigned</i>
FOR SECTION 20, TOWNSHIP 5 NORTH, RANGE 61)	
WEST, 6 TH P.M., FOR HORIZONTAL WELL)	
DEVELOPMENT 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 authorizing the drilling of an additional fifteen (15) horizontal wells, for a total up to sixteen (16) horizontal wells, in the approximate 640-acre drilling and spacing unit established for Section 20, Township 5 North, Range 61 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from 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 majority leasehold interests in the below-listed lands:

Township 5 North, Range 61 West, 6th P.M.
Section 20: 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 Nos. 407-779 and 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.

4. Pursuant to §34-60-116(4), C.R.S., Applicant requests the Commission authorize the drilling of additional wells with the drilling and spacing unit established for the Application Lands. Applicant requests the Commission order authorizing up to fifteen (15) additional horizontal wells, for a total of up to sixteen (16) horizontal wells, for 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.

5. Applicant states that, for any permitted wells to be drilled under this Application, the treated intervals of the wellbore should be not less than 460 feet from the unit

boundaries with an inter-well setback of not less than 250 feet from the treated interval of a well producing from the Niobrara Formation, without exception being granted by the Director.

6. Applicant states that any horizontal wells to be drilled under this Application will be drilled from multi-well pads on the surface of the drilling unit, or on adjacent lands with consent of the landowner, without exception being granted by the Director.

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 (owners within the proposed drilling unit) 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. Authorizing the drilling of an additional fifteen (15) horizontal wells, for a total up to sixteen (16) horizontal wells, in the approximate 640-acre drilling and spacing unit established for Section 20, Township 5 North, Range 61 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation, with the treated intervals of the wellbore of any permitted wells to be located not less than 460 feet from the outer boundary of the proposed unit and not less than 250 feet from the treated interval of any well being drilled or producing from the Niobrara Formation, without exception being granted by the Director.

B. Requiring that any permitted wells to be drilled under this Application should be drilled from multi-well pads on the surface of the drilling unit, or on adjacent lands with consent of the landowner, without exception being granted by the Director.

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

DATED this 17th day of October, 2013.

Respectfully submitted,

BILL BARRETT CORPORATION

By: *Robert A. Willis*

Robert A. Willis (Colorado Bar No. 26308)
Burleson LLP
1700 Lincoln Street, Suite 1300
Denver, CO 80203
(303) 801-3200

Ken Wonstolen
Senior Vice President & General Counsel
Bill Barrett Corporation

Applicant's Address:

Bill Barrett Corporation
Colleen Kennedy, Land Manager
1099 18th Street, Suite 2300
Denver, CO 80202

VERIFICATION

STATE OF COLORADO)

) ss.

CITY & COUNTY OF DENVER)

Colleen Kennedy, Land Manager 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 17th day of October, 2013, by Colleen Kennedy, Land Manager for Bill Barrett Corporation.

Witness my hand and official seal.

My commission expires: February 4, 2014



Meghan E O'Halloran
Notary Public

Application Lands - 

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

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ACRE DRILLING AND SPACING UNIT) DOCKET NO. *To be assigned*
ESTABLISHED FOR SECTION 20, TOWNSHIP 5)
NORTH, RANGE 61 WEST, 6TH P.M., FOR)
HORIZONTAL WELL DEVELOPMENT OF THE)
NIOBRARA FORMATION, WATTENBERG 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 authorizing the drilling of an additional fifteen (15) horizontal wells, for a total up to sixteen (16) horizontal wells, in the approximate 640-acre drilling and spacing unit established for Section 20, Township 5 North, Range 61 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation, in the above-captioned matter to be deposited in the United States Mail, postage prepaid, addressed to the interested parties on the attached Exhibit B on this 24 day of October, 2013.

Jessica Rauh
Jessica Rauh

Subscribed and sworn to before me on the 24th day of October, 2013.

Witness my hand and official seal.

Meghan E O'Halloran
Notary Public

My commission expires: February 4, 2014



My Commission Expires 02/04/2014

EXHIBIT B

INTERESTED PARTIES

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

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

Anschutz Exploration Corporation
555 17th Street, Suite 2400
Denver, CO 80202

Bonanza Creek Energy Operating Co., LLC
410 17th Street, #1400
Denver, CO 80202

Anschutz Family Investment Company, LLC
555 17th St., Ste. 2400
Denver, CO 80202

Irene M. McPherson
Address unknown

John F. McPherson, Jr.
436 W. Washington St. Apt. 2
Hagerstown, MD 21740

Family Tree Corporation
P.O. Box 260498
Lakewood, CO 80225

Melissa A. Gaines
16 Cypress St.
Hagerstown, MD 21740

Louise McPherson Wilding
51 Ridge Rd.
Greenbell, MD 20770

Chrystelle L. Payne, Trustee of the Chrystelle
L. Payne Trust, dated 6/29/2011 a/k/a Lucille
M. Zoellner
3649 Texas Street
San Diego, CA