

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)	CAUSE NO. 407
INTERESTS IN THE 1,280-ACRE DRILLING AND SPACING)	
UNIT ESTABLISHED FOR SECTIONS 35 & 36, TOWNSHIP)	DOCKET NO. <i>To be assigned</i>
5 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, Beatty & Wozniak, P.C., 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 1,280-acre drilling and spacing unit established for Sections 35 and 36, Township 5 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 majority leasehold interests in the below-listed lands:

Township 5 North, Range 61 West, 6th P.M.
Section 35: All
Section 36: 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. On or about July 28, 2014, the Commission entered Order Nos. 407-1085 which, among other things, vacated the approximate 640-acre drilling and spacing units previously established for the Application Lands under Order Nos. 407-779 and 535-4, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation, and established an approximate 1,280-acre drilling and spacing unit, and authorized the drilling of up to sixteen (16) horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

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 in the Application Lands for the initial permitted horizontal Niobrara Formation well drilled within the Application Lands and any subsequent horizontal Niobrara Formation wells authorized by the Commission, 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.

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) and certificate of service for the Application on those interested parties shall be submitted 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 Niobrara Formation 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.

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 an authorized well proposed for 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 16th day of October, 2014.

Respectfully submitted,

BILL BARRETT CORPORATION

By: 

Robert A. Willis (Colorado Bar No. 26308)

Jillian Fulcher (Colorado Bar No. 45010)

Beatty & Wozniak, P.C.

Attorneys for Applicant

216 16th Street, Suite 1100

Denver, Colorado 80202

Kenneth A. Wonstolen

Senior Vice-President & General Counsel

Bill Barrett Corporation

Applicant's Address:

Bill Barrett Corporation

Brian Wert, Senior Landman

1099 18th Street, Suite 2300

Denver, CO 80202

VERIFICATION

STATE OF COLORADO

)

) ss.

CITY & COUNTY OF DENVER

)

Brian Wert, 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

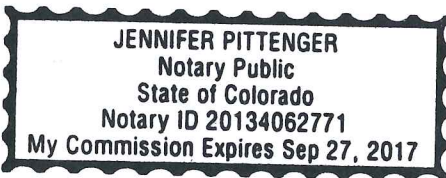


Brian Wert

Subscribed and sworn to before me this 16th day of October, 2014, by Brian Wert, Senior Landman for Bill Barrett Corporation.

Witness my hand and official seal.

My commission expires: 9-27-2017





Notary Public

Application Lands - 

Sec. 35 & 36, T5N, R61W
Weld County

Exhibit A
Application Map

13	18	17	16	15	14	13	18	17
24	19	20	T5N 21	T5N R61W 22	23	24	19	20
25	30	29	28	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

EXHIBIT B

Colorado Board of Land Commissioners
1127 Sherman St., Suite 300
Denver CO 80203

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

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

Whiting Oil and Gas Corporation
1700 Broadway, Suite 2300
Denver CO 80290

Carrizo Oil & Gas, Inc.
1000 Louisiana St., Suite 1500
Houston TX 77002

NorthStar Energy Company, LLC
1800 Glenarm Pl., Suite 1203
Denver CO 80202

Winn Exploration Co., Inc.
800 N. Shoreline Blvd., Suite 1900 North
Corpus Cristi TX 78401

Lacy Properties, Ltd.
P.O. Box 2146
Longview TX 75606

Arentee Investments
20124 Highway 124
Jonesville LA 71343

John Edward Jones and
Walter Thomas Jones, JT
17024 Morgan County Road 2
Wiggins CO 80654

S.A. Shikany and
Estate of S.A. Shikany
738 Biltmore Way, #2
Coral Gables FL 33134

Joan L. Brennan
P.O. Box 914
Cheyenne WY 82001

Sand Bar Club Limited Partnership
c/o Stephen Higgins
8134 E. Kettle Pl.
Centennial CO 80112

Baseline Minerals
518 17th Street, Suite 1050
Denver CO 80202

Robert A. Willis
Beatty & Wozniak, P.C.
216 16th Street, Suite 1100
Denver CO 80202

Red Hawk Petroleum, LLC
4125 Blackhawk Plaza Circle, Suite 201A
Danville CA 94506

Charles Chapin
c/o Donald Chapin
104 S. Wolcott, Suite 600
Casper WY 82601

Esenjay Oil & Gas, Ltd.
500 N. Water St., Suite 1100 South
Corpus Christi TX 78471

Crain Energy, Ltd.
P.O. Box 2146
Longview TX 75606

Ravco, Inc.
3756 Bratton
Corpus Christi TX 78413

Schibi Oil & Gas Ltd.
4706 Grand Lake
Corpus Christi TX 78413

Mary Anne McCourt
8015 Mountain Road Place NE
Suite 205
Albuquerque NM 87110

Sharon J. Brennan
2540 Grand Overlook Drive
Grand Junction CO 81507

Marcia L. Brennan
1223 Race St., #601
Denver CO 80206

Jeremy Coffelt
1013 W. Alton Ave.
Santa Ana CA 92707

Jay T. Bain
359 Marian Court, #3
Wichita KS 67126

CoBank, FCB
245 N. Waco St.
Wichita KS 67202

Carolyn Lee Castle and
Edward Lee Castle, Trustees
1416 N. Pinnon Road
Grants Pass OR 97526

John D. Stephenson Family Trust
Margaret A. Stephenson, Trustee
1357 43rd Avenue, #27
Greeley CO 80634

Milton Coffman
P.O. Box 64
Powder River WY 82648

Charles Chapin
111 S. Durbin St., Suite 301
Casper WY 82601

Debra R. Groves
10224 Bluffmont Drive
Lonetree CO 80124

Cheryl S. Klein
475 W. 12th Avenue, Unit 6G
Denver CO 80204

Billy Burke
3812 Mountain View Drive
Evans CO 80620

Thomas J. Morris and
Sharon M. Morris, Trustees
456 Pinnon Road
Grants Pass OR 97526

Marilyn R. Hunt Rev. Living Trust
30 Waterside Plaza, Apt. 24-J
New York NY 10010

Milton Coffman
454 Milton Ave.
Casper WY 82601

Golden Globe Energy Corp
152 W. 57th Street, 4th Floor
New York NY 10019

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COLORADO)

AFFIDAVIT OF MAILING

STATE OF COLORADO)
)ss.
CITY AND COUNTY OF DENVER)

Jennifer Pittenger, of lawful age, and being first duly sworn upon her oath, states and declares:

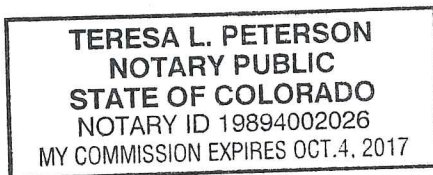
That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for Bill Barrett Corporation, and on or before October 23, 2014, caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit B to the Application.




Jennifer Pittenger

Subscribed and sworn to before me October 16, 2014.

Witness my hand and official seal.





Notary Public