

**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 TO ESTABLISH AN APPROXIMATE
1,280-ACRE DRILLING AND SPACING UNIT
FOR SECTIONS 35 AND 36, TOWNSHIP 4
NORTH, RANGE 62 WEST, 6TH P.M., AND TO
APPROVE UP TO EIGHT (8) HORIZONTAL
WELLS IN THE 1,280-ACRE UNIT FOR THE
DEVELOPMENT AND OPERATION OF THE
CODELL AND NIOBRARA FORMATIONS,
WATTENBERG FIELD, WELD COUNTY,
COLORADO

CAUSE NO.

DOCKET NO. 180100____

TYPE: SPACING

APPLICATION

Bill Barrett Corporation (Operator No. 10071) ("BBC" or "Applicant"), by and through its attorneys, Jost Energy Law, P.C., respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order establishing an approximate 1,280-acre drilling and spacing unit for Sections 35 and 36, Township 4 North, Range 62 West, 6th P.M., for production from the Codell and Niobrara Formations, and authorizing up to eight (8) horizontal wells within the proposed unit, for the production of oil, gas, and associated hydrocarbons from the Codell and Niobrara Formations. 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 is a registered operator in good standing with the Commission.

2. Applicant is an "Owner" as defined by the Oil and Gas Conservation Act and owns leasehold interests or holds the right to operate on the below listed lands (hereinafter "Application Lands"):

Township 4 North, Range 62 West, 6th P.M.

Section 35: All

Section 36: All

1,280 acres, more or less, Weld County, Colorado.

A reference map of the Application Lands is attached hereto.

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 of the Cretaceous Age Formations from the base of the Dakota Formation to the surface. On December 5, 2005, Rule 318A was amended to allow interior infill and boundary wells to be drilled and wellbore spacing units

to be established. On August 8, 2011, Rule 318A was amended to, among other things, address drilling of horizontal wells. The lands encompassing the Application Lands are subject to Rule 318A for wells drilled and producing in the Codell and Niobrara Formations and are also subject to 460' subsurface setbacks.

4. The records of the Commission indicate that there are no horizontal or vertical wells currently producing from the Niobrara and/or Codell Formations underlying the Application Lands.

5. The records of the Commission reflect that there are two vertical wells currently producing from the D-Sand and J-Sand Formations in the Application Lands, the Lost Creek State #1 well (API No. 05-123-12913) and the Lost Creek State #7 well (API No. 05-123-14528), both of which are operated by the Applicant. Applicant requests that the Lost Creek State #1 and Lost Creek State #7 wells be excluded from the proposed 1,280-acre drilling and spacing unit in this Application and continue to account for all allocation of production payments under the existing spacing unit established for this well.

6. To promote efficient drainage within the Codell and Niobrara Formations of the Application Lands, to protect correlative rights and to avoid waste, the Commission should establish an approximate 1,280-acre drilling and spacing unit for the Application Lands for the efficient and economic development and operation of the Codell and Niobrara Formations.

7. The above-proposed drilling and spacing unit will allow efficient drainage of the Codell and Niobrara Formations; will prevent waste; will not adversely affect correlative rights and will assure the greatest ultimate recovery of gas and associated hydrocarbon substances from the reservoirs. The unit of the size and shape specified above is not smaller than the maximum area that can be economically and efficiently drained by the proposed wells in the unit.

8. Applicant agrees that there will be no more than four (4) new well pads within the unit, or adjacent thereto, unless an exception is granted by the Director.

9. The treated interval of each proposed horizontal well shall be no closer than 460 feet from the boundaries of the unit (regardless of lease lines within the unit), and all horizontal wells shall be no closer than 150 feet from the treated interval of another well producing from the same supply within the unit, unless an exception is granted by the Director.

10. Applicant is requesting to drill and complete up to eight (8) horizontal wells in the proposed approximate 1,280-acre drilling and spacing unit for the efficient and economic development of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations underlying the Application Lands.

11. The undersigned certifies that copies of this Application will be served on each interested party as required by Rule 507 within seven (7) days of the filing hereof, as required by Rule 503.e.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing on January 29, 2018, that notice be given as required by law, and that upon such hearing the Commission enter its order:

A. Establishing an approximate 1,280-acre drilling and spacing unit for Sections 35 and 36, Township 4 North, Range 62 West, 6th P.M., and authorizing the drilling of up to eight (8) horizontal wells within the proposed unit, for the production of oil, gas, and associated hydrocarbons from the Niobrara and Codell Formations.

B. Providing that the treated interval of any horizontal well shall be no closer than 460 feet from the unit boundaries, and not less than 150 feet from the treated interval of another well within the unit, and authorizing up to four (4) new well pads within the unit, or adjacent thereto, unless an exception is granted by the Director.

C. Finding that the approximate 1,280-acre drilling and spacing unit for the development of oil, gas, and associated hydrocarbons from the Codell and Niobrara Formations underlying the Application Lands will prevent waste, protect correlative rights, and maximize the efficient and economic production of the Codell and Niobrara Formations in the Application Lands.


D. For such other findings and orders as the Commission may deem proper or advisable in this matter.

DATED this 30th day of November, 2017.

Respectfully submitted:

BILL BARRETT CORPORATION

By: _____



Jamie L. Jost
Kelsey Wasylenky
Jost Energy Law, P.C.
Attorneys for Applicant
1401 17th Street, Suite 370
Denver, Colorado 80202
(720) 446-5620

Kenneth A. Wonstolen
Senior Vice President & General Counsel
Bill Barrett Corporation


Applicant's Address:
Bill Barrett Corporation
ATTN: Gabriel Findlay
1099 18th Street, Suite 2300
Denver, CO 80202

VERIFICATION

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

Gabriel Findlay, of lawful age, being first duly sworn upon oath, deposes and says that he is Land Manager - Operations for Bill Barrett Corporation, and that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge, information, and belief.

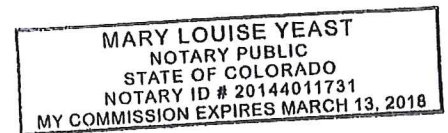
BILL BARRET CORPORATION


Gabriel Findlay
Land Manager – Operations

Subscribed and sworn to before me this 30th day of November 2017, by
Gabriel Findlay, Land Manager - Operations for Bill Barrett Corporation.

Witness my hand and official seal.

My commission expires: 3.3.18



Mary Louise Gast
Notary Public

EXHIBIT A

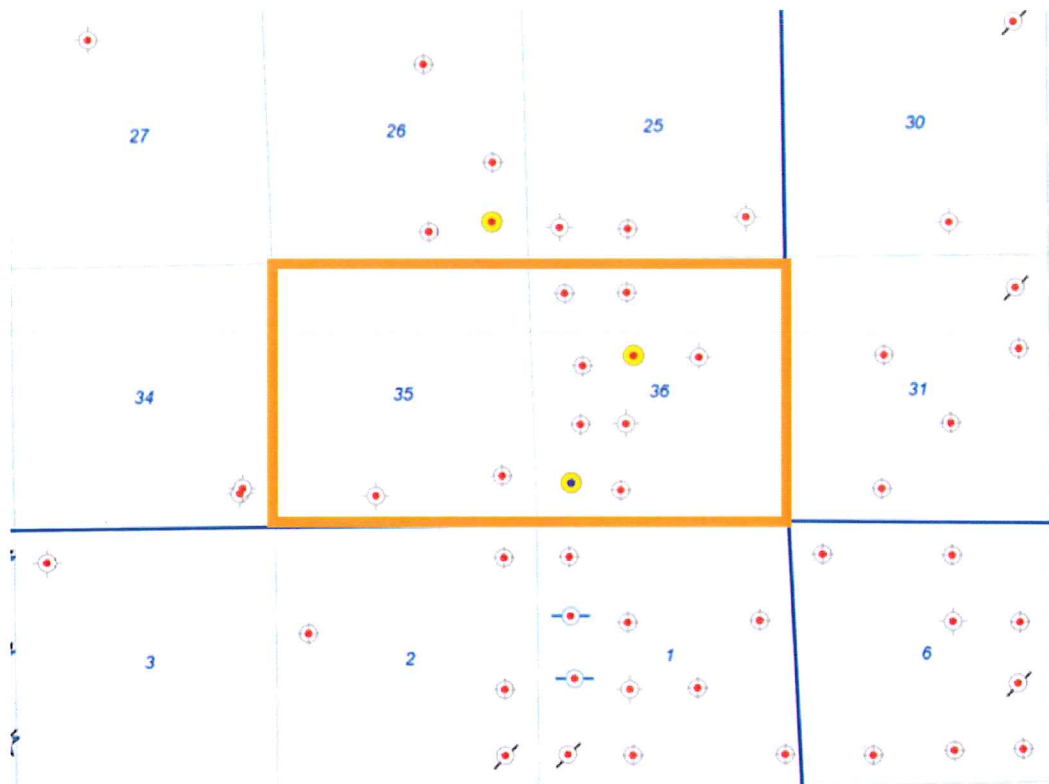
REFERENCE MAP FOR SPACING APPLICATION

Township 4 North, Range 62 West, 6th P.M.

Section 35: All

Section 36: All

1,280 acres, more or less, Weld County, Colorado.



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FIELD, WELD COUNTY, COLORADO

CAUSE NO.


DOCKET NO. 180100073

TYPE: SPACING

AFFIDAVIT OF MAILING

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

The undersigned, of lawful age, and being first duly sworn upon my oath, state and declare that I am the attorney for Bill Barrett Corporation, and that on or before the 6th day of December, 2017, I caused a copy of the Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to this Affidavit.



Jamie L. Jost
Kelsey H. Wasylenky

Subscribed and sworn to before me this 5th day of December, 2017.

Witness my hand and official seal.

[SEAL]



Notary Public

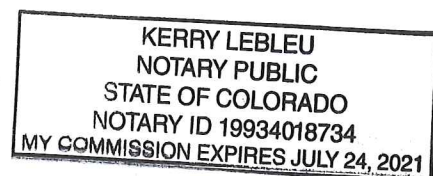


EXHIBIT A
BBC - SP - 4N62W 35-36

Kerr-McGee Oil and Gas Onshore LP
1999 Broadway, Ste. 3600
Denver, CO 80202

Bonanza Creek Energy Operating
Company, LLC
410 17th Street, Ste. 1400
Denver, CO 80202

Okreek Oil and Gas II, LLC
999 18th Street, Ste. 1120 S
Denver, CO 80202

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

Hilcorp Energy I, L.P.
1201 Louisiana, Ste. 1400
Houston, TX 77002

HRM Resources II, LLC
410 17th Street, Ste. 1600
Denver, CO 80202

Anschutz Family Investments
555 17th Street, Ste. 24000
Denver, CO 80202

Estate of Elizabeth Thorley Parker
apparent heir Ben H. Parker, Jr.
P. O. Box 1216
Golden, CO 80402

Joe E. Tracey
695 Dahlia Street.
Denver, CO 80220

Bessie Leah Tracey
695 Dahlia Street.
Denver, CO 80220

Ben H. Parker, Jr.,
individually and as sole heir
of Elizabeth Thorley Parker,
P. O. Box 1216
Golden, CO 80402

Suzanne P. Adamson,
aka Suzanne Adamson individually
and as Successor-in-interest to
the estates of Milton E. Parker,
aka Milton Edson Parker, II
and Betty L. Parker,
aka Betty Parker
9715 S. Louisville
Tulsa, OK 74137

Roseanne P. Carroll,
aka Roseanne Ridgley,
individually and as
Successor-in-interest to
the estates of Milton E. Parker,
aka Milton Edson Parker, II
and Betty L. Parker, aka Betty Parker,
2431 Hearth Drive
Evergreen, CO 80439

KLTSCH Trust, an express Trust
by Declaration dated June 1, 1994
P. O. Box 680
Golden, CO 80402

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

Kent Kuster
Colorado Department of
Public Health & Environment
4300 Cherry Creek Drive South
Denver, CO 80246-1530

Brandon Marette
Energy Liaison
Colorado Parks and Wildlife
Northeast Regional Office
6060 Broadway
Denver, CO 80216

Troy Swain
Weld County
Department of Planning Services
1555 North 17th Avenue
Greeley, CO 80631