

**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 POOL ALL INTERESTS IN AN
APPROXIMATE 640-ACRE DESIGNATED
HORIZONTAL WELLBORE SPACING UNIT
ESTABLISHED FOR PORTIONS OF SECTIONS
27, 28, 33, AND 34, TOWNSHIP 5 NORTH,
RANGE 62 WEST, 6TH P.M., FOR THE
NIOBRARA FORMATION, WATTENBERG
FIELD, WELD COUNTY, COLORADO

CAUSE NO. 407

DOCKET NO. 180300_____

TYPE: POOLING

APPLICATION

COMES NOW Bill Barrett Corporation (Operator No. 10071) ("BBC" or "Applicant"), by its attorneys, Jost Energy Law, P.C., and makes this application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order to pool all interests in an approximate 640-acre designated horizontal Wellbore Spacing Unit on which the Anschutz State Fed 5-62-27-0164B2B (API No. 05-123-43177) (the "Well"), has been drilled into the Niobrara Formation underlying the following described lands:

Township 5 North, Range 62 West, 6th P.M.

Section 27: W $\frac{1}{2}$ W $\frac{1}{2}$

Section 28: E $\frac{1}{2}$ E $\frac{1}{2}$

Section 33: E $\frac{1}{2}$ E $\frac{1}{2}$

Section 34: W $\frac{1}{2}$ W $\frac{1}{2}$

640-acres, more or less, Weld County, Colorado.

Hereinafter "Application Lands"

In support thereof, 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 certain leasehold interests or holds the right to operate leasehold interests in the Application Lands.
3. On April 27, 1998, the Commission adopted Rule 318A, the Greater Wattenberg Area Special Well Location, Spacing and Unit Designation Rule. The Application Lands are subject to this Rule for the Niobrara and Codell Formations.

4. On February 22, 2011 (Corrected April 4, 2013), the Commission entered Order Nos. 407-779 and 535-4 which, among other things, established 74 approximate 640-acre drilling and spacing units, and approved one horizontal well within each unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. Order Nos. 407-779 and 535-4 include portions of the Application Lands for the Niobrara Formation but do not affect this Application.

5. On January 26, 2015, the Commission entered Order No. 407-1216 which, among other things, (1) maintained two approximate 640-acre drilling and spacing units established for Sections 27 and 34, Township 5 North, Range 62 West, 6th P.M., for existing oil, gas and associated hydrocarbons produced from the Niobrara Formation; (2) established an approximate 1,280-acre drilling and spacing unit for Sections 27 and 34, Township 5 North, Range 62 West, 6th P.M. and approved up to 16 horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation; and (3) established an approximate 1,280-acre drilling and spacing unit for Sections 27 and 34, Township 5 North, Range 62 West, 6th P.M. and approved up to four horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Codell Formation. Order No. 407-1216 includes portions of the Application Lands but does not affect this Application.

6. Applicant designated the approximate 640-acre Wellbore Spacing Unit for the drilling of the Anschutz State Fed 5-62-27-0164B2B (API No. 05-123-43177) for the production of oil, gas and associated hydrocarbons from the Niobrara Formation pursuant to Rule 318A and notified the appropriate parties under Rule 318A.

7. Applicant, pursuant to Commission Rule 530 and the provisions of C.R.S. § 34-60-116 (6) and (7), hereby requests an order to pool all interests, including any non-consenting interests, in the Wellbore Spacing Unit comprised of the Application Lands.

8. Applicant requests that the Commission's pooling order be made effective as of the date that the costs specified in C.R.S. § 34-60-116(7)(b) were first incurred for the drilling of the Well.

9. Applicant certifies that copies of this Application will be served on all persons owning an interest in the mineral estate of the tracts to be pooled within seven (7) days of the date hereof, as required by Rule 503.e., and that at least thirty-five (35) days prior to the hearing on this matter, each such interest owner not already leased or voluntarily pooled will be offered the opportunity to participate in the drilling of the Well, and will be provided with the information required by Rule 530 as applicable.

10. That in order to prevent waste, to protect correlative rights, and to allow for efficient development, all interests in the 640-acre Wellbore Spacing Unit should be pooled for the orderly development and operation of the Niobrara Formation, including any non-consenting interests therein.

WHEREFORE, Applicant requests that this matter be set for hearing at in March 19, 2018, that notice be given as required by law, and that upon such hearing, the Commission enter its order:

A. Pooling all interests in an approximate 640-acre Wellbore Spacing Unit established for the Application Lands for the development and operation of the Niobrara Formation.

B. Providing that the Commission's pooling order is made effective as of the date that any of the costs specified in C.R.S. § 34-60-116(7)(b) were first incurred for the drilling, completing and equipping of the Well.

C. Providing that the interests of any owners with whom the Applicant has been unable to secure a lease or agreement to participate in the Well are pooled by operation of statute pursuant to C.R.S. § 34-60-116(6) and (7), and made subject to the cost recovery provisions thereof.

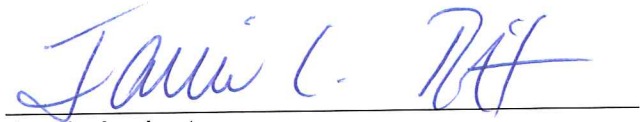
D. For such other findings and orders as the Commission may deem proper or advisable in this matter.

Dated: January 18, 2018.

Respectfully submitted:

BILL BARRETT CORPORATION

By:



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

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

Applicant's Address:
Bill Barrett Corporation
ATTN: Leslie Mann
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 BARRETT CORPORATION




Gabriel Findlay BD
Land Manager - Operations

Subscribed and sworn to before me this 18th day of January 2018, by Gabriel Findlay, Land Manager - Operations for Bill Barrett Corporation.

Witness my hand and official seal.

BRYCE DOTY
Notary Public
State of Colorado
Notary ID # 20174002931
My Commission Expires 01-19-2021

My commission expires: 1-19-2021



Notary Public

Exhibit A
BBC-SP-5N-62W Sections 27, 28, 33 and 34

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

Gene F. Lang & Co
Po Box 850
Parker, CO 80134

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

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

Confluence Resources Lp
1001 17th St
Denver, CO 80202

Us Dept Of Interior
Office Of Natural Resources
P O Box 25627
Denver, CO 80225-0627

Colorado State Land Board
c/o Catie Stitt, Oil and Gas Specialist
1127 Sherman Street, Suite 300
Denver, CO 80203

Family Tree Corporation
Po Box 260498
Lakewood, CO 80226

Marc Lawrence Allard
5516 E County Rd 66
Wellington, CO 80549

The Prospect Company
Po Box 1100
Edmond, Ok 73083

70 Ranch Llc
8301 E Prentice Ave Ste 100
Greenwood Village, CO 80111

Margaret C S Ramsburg
Po Box 97
Libertytown, MD 21767

Hydrocarbon Minerals Ii, Llc
9302 S 83rd Court
Hickory Hills, IL 60457

Alex Speros
427 St Paul St
Denver, CO 80206

John G. Wilding
6417 Grateful Heart Gate
Columbia, MD 21044

Katherine Wilding Lesanto
5 Horace St
Needham, MA 02494

Susan Mackay Smith
3130 Endicott Dr
Boulder, CO 80305

William S. Mcpherson Iii
2350 Adobe Rd #194
Bullhead City, AZ 86442

Charles B. Mcpherson
2018 Essex Ln
Colorado Springs, CO 80909

Shable Swanson Minerals Llc
3650 Hillside Drive Ne
Cleveland, TN 37312

Shable Albertsen Minerals Llc
951 Prism Cactus Circle
Loveland, CO 80537

Susan Monahan
145 Thorne Street
Walla Walla, WA 99362

Kathleen Monahan-Casalino
307 Fawn Court
Petaluma, CA 94954

Melissa Jankovsky
311 Sunny Hills Lane
Glenwood Springs, CO 81601

Rex William Monahan Iii
12 Dos Rios
Greeley, CO 80634

Arrowhead Resources Llc
269 Garfield Street
Walden, Co 80480

Anschutz Family Investment Company
555 17th Street Ste 2400
Denver, CO 80202

Full Sea Equities Llc
8301 E Prentice Ave Ste 100
Greenwood Village, CO 80111

Dax 2020 Llc
427 St Paul St
Denver, CO 80206

Margaret Alice Smith
1243 Aikins Way
Boulder, CO 80305