

**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
4, 5, 8 AND 9, TOWNSHIP 3 NORTH, RANGE 62
WEST, 6TH P.M., FOR THE NIOBRARA
FORMATION, WATTENBERG FIELD, WELD
COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

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 Equus Farms 3-62-4-5764CSB (API No. 05-123-43433) (the "Well") has been drilled into the Niobrara Formation underlying the following described lands:

Township 3 North, Range 62 West, 6th P.M.

Section 4: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 5: S $\frac{1}{2}$ S $\frac{1}{2}$

Section 8: N $\frac{1}{2}$ N $\frac{1}{2}$

Section 9: N $\frac{1}{2}$ N $\frac{1}{2}$

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 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. Sections 4, 5, 8 and 9, Township 3 North, Range 62 West, 6th P.M., are subject to this Rule for the Niobrara Formation.

4. Applicant designated the approximate 640-acre designated wellbore spacing unit for the drilling of the Anschutz Equus Farms 3-62-4-5764CSB Well (API No. 05-123-43433) for the development and operation from the Niobrara Formation pursuant to Rule 318A and notified the appropriate parties under Rule 318A.

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

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

7. 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.

8. That in order to prevent waste, to protect correlative rights, and to allow for efficient development, all interests in the 640-acre designated 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 to:

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

C. Provide 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 § 34-60-116(6) and (7), C.R.S., and made subject to the cost recovery provisions thereof.

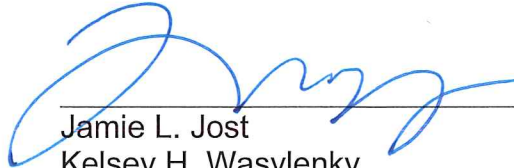
D. For such other findings and orders as the Commission may deem proper or advisable in this matter.

Dated: January 18, 2018.

Respectfully submitted:

BILL BARRETT CORPORATION

By:



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Senior Vice President & General Counsel
Bill Barrett Corporation

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Bill Barrett Corporation
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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 the 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.



Gabriel Findlay
Land Manager – Operations
Bill Barrett Corporation

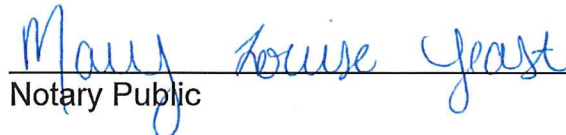
Subscribed and sworn to before me this 18th day of January, 2018.

Witness my hand and official seal.

[SEAL]

MARY LOUISE YEAST
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID # 20144011731
MY COMMISSION EXPIRES MARCH 13, 2018

My commission expires: 3.13.18



Notary Public

EXHIBIT A
BBC - Anschutz Equus Farms 3-62 4-5764 CSB

Anadarko Land Corp.
1201 Lake Robbins Dr.
The Woodlands, TX 77380

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

Anschutz Exploration Corp.
555 17th St #2400
Denver, CO 80202

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

Kerr-McGee Oil & Gas Onshore LP
1201 Lake Robbins Dr.
The Woodlands, TX 77380

Verdad Oil & Gas Corporation
5950 Cedar Springs Road, Suite 200
Dallas, TX 75235