

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
VACATING CERTAIN DESIGNATED SPACING
UNITS FOR THE WILLIAMS FORK FORMATION
OF THE MESAVERDE GROUP PREVIOUSLY
ORDERED BY THE COMMISSION FOR CERTAIN
DESCRIBED LANDS IN THE MAM CREEK FIELD
AREA, GARFIELD COUNTY, COLORADO

CAUSE NO. 191

DOCKET NO.

APPLICATION

COMES NOW Bill Barrett Corporation ("Applicant"), a Delaware corporation, by its attorneys, Poulson, Odell & Peterson, LLC, and makes application to the Oil and Gas Conservation Commission of the State of Colorado for an order vacating certain 320 acre drilling and spacing units previously ordered by the Commission applicable to the Williams Fork Formation of the Mesaverde Group covering certain described lands in the Mam Creek Field area in Garfield County and in support of its application states and alleges as follows:

1. That Applicant is a corporation duly authorized to conduct business in the State of Colorado.
2. That Applicant owns a leasehold interest in the following described lands:

Township 6 South, Range 91 West, 6th P. M.

Section 22: E/2 (320 acre drilling and spacing unit)
Section 25: N½ (320 acre drilling and spacing unit)
Section 26: N/2 (320 acre drilling and spacing unit)
Section 27: S/2 (320 acre drilling and spacing unit)

(hereinafter "Application Lands")

3. That the Application Lands, as designated above, were established by the Commission as 320 acre drilling and spacing units for the Williams Fork Formation of the Mesaverde Group pursuant to the Commission's Order No. 191-8 in Cause 191.
4. That, in order to accommodate preferences of its lessors, Applicant requests that these drilling and spacing units (together with the setback requirements established for such units) be vacated with the result that the Application Lands would then be unspaced.
5. That as to these then unspaced Application Lands, the Commission shall order that all future Williams Fork wells should be located downhole anywhere upon the such

Application Lands but no closer than 100 feet from the boundaries of any lease line unless such lease line abuts or corners lands in respect of which the Commission has not at the time of drilling permit application granted the right to drill Williams Fork Formation 10 acre density wells in which event the wells should be drilled downhole no closer than 200 feet from the lease line which so abuts or corners the lands in respect of which 10 acre density downhole drilling for Williams Fork wells has not been ordered by the Commission.

6. That all Williams Fork wells drilled upon the Application Lands will be drilled from the surface either vertically or directionally from no more than one pad located on a given quarter quarter section unless exception is granted by the Director of the Colorado Oil and Gas Conservation Commission.

7. That the above-proposed vacation of drilling and spacing units will allow development of the Williams Fork Formation to occur; will not promote waste; will not violate correlative rights and will assure the greatest ultimate recovery of gas and associated hydrocarbon substances from the reservoir.

8. That the names and addresses of the interested parties according to the information and belief of the Applicant are set forth in Exhibit A attached hereto and made a part hereof.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing in April, 2005, that notice be given as required by law and that upon such hearing this Commission enter its order consistent with Applicant's proposals as set forth above.

Dated this _____ day of March, 2005.

POULSON, ODELL & PETERSON, LLC

By: _____

William A. Keefe
Suite 1400
1775 Sherman Street
Denver, Colorado 80203

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

William R. Givan, of lawful age, being first duly sworn upon oath, deposes and says that he is the Landman 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.

William R. Givan

Subscribed and sworn to before me this _____ day of March, 2005.

Witness my hand and official seal.

My commission expires:_____

Notary Public

EXHIBIT A

Albert J. & Karen S. O'Toole
1711 County Road 331
Silt, CO 81652-9604

Antero Resources II Corporation
1625 17th Street, Suite 300
Denver, CO 80202

Arlen & Edith West
340 County Road 326
Silt, CO 81652

Barrett D. Baker
717 17th Street, Suite 1545
Denver, CO 80202

Barry L. Stout
2000 Baldy Creek Road
New Castle, CO 81647

Brit C. McIn &
Sharon T. McIn
1078 County Road 335
Silt, CO 81652

Darrow V. Parker, c/o Karla Harlan
P. O. Box 712
Silt, CO 81652

Debra K. Englehardt
4280 County Road 331
Silt, CO 81652

Dennis E. Dewey & Vicki L. Dewey
4050 County Road 311
New Castle, CO 81647

Donald E. & Mary Edith Louthan,
JT
440 East 7th Street
Rifle, CO 81650

Douglas Lee Weller & Judy Elaine
Weller
4408 County Road 331
Silt, CO 81652

EnCana Oil & Gas (USA) Inc.
960 17th Street
Denver, CO 80525

F. A. Anderson, F.J. Arroyo,
A.B. Byerly and Jason Alan Scott
12 Bullrush Court
Stafford, VA 22554

Flag Resources Inc. Profit Sharing
Plan
287 Midvale Drive
New Castle, CO 81647

Gary R. & Phyllis E. Hall
15737 West 2nd Avenue
Golden, CO 80401

Great Northern Gas Company
621 17th Street, Suite 2150
Denver, CO 80293

Harold P. & Deanna M. Hoffmeister
232 County Road 326
Silt, CO 81652

Harry A. Garner & Leslie L. Garner
P. O. Box 324
Glenwood Springs, CO 81602

Howard Robinson, aka Charles
Howard Robinson, aka C. Howard
Robinson, and Clarice J. Robinson
P. O. Box 1185
Rifle, CO 81650

Jeffrey Stephen Hoffmeister
27653 US Highway 6 & 24
Rifle, CO 81650

Jerry P. & Kristina K. Hoffmeister
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Silt, CO 81652

Joyce Van Every
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Juniper Group LLC, Colo corp
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Tucson, AZ 85704

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Lakewood, CO 80227

MAP2003-NET
100 Park Avenue, Suite 1009
Oklahoma City, OK 73102

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621 17th Street, Suite 1125
Denver, CO 80293

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21427 East Ottawa Circle
Aurora, CO 80016

McFee Investment Co., Inc.
3141 Hood Street
Dallas, TX 75219

Peter L. Israel & Wendy K. Israel
FKA Wendy K. Gosewich
P. O. Box 780
Ophir, CO 81426

Retamco Operating, Inc.
3301 Stonewall Lane
Billings, MT 59102

Richard Mel Jowell &
Marie E. Jowell
555 North 4th Street
Silt, CO 81652

Shirley Arbaney c/o Rick Arbaney
5646 CR 331
Silt, CO 81652

The Harold P. Hoffmeister F
Trust, dated 12/17/01
232 County Road 326
Silt, CO 81652

V. Z. Walton Investments, LLC
1224 East McMurray Blvd.
Casa Grande, AZ 85222

West Valley Development Holding,
LLC
201 North Mill Street, Suite 201
Aspen, CO 81611

William D. Yeik
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Eagle, CO 81631-0502

William G. & Janette M. Kaufman
925 Bennett Avenue
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William J. Solinger
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Williams Production RMT
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1515 Arapahoe Street #1000
Denver, CO 80202

Windsor Castle Springs, LLC
2202 Timberloch Place, Suite 222
The Woodlands, TX 77380

Yates Petroleum Corp.
105 S. 4th Street
Artesia, NM 88210

Young Enterprises
612 Rico Way
Grand Junction, CO 81506

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Glenwood Springs, CO 8160

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John D. Fergen Revocable Tr
Geneva S. Fergen Revocable
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P.O. Box 85
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3692 County Road 311
Silt, CO 81652

IN THE MATTER OF THE APPLICATION OF BILL
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)
) SS.
CITY AND COUNTY OF DENVER)

That he is the attorney for Bill Barrett Corporation, that on March ____, 2005 he caused a copy of the attached Application in the subject docket to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

My commission expires: _____

Notary Public