

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
ESTABLISHING SPACING AND WELL
LOCATION RULES FOR THE WILLIAMS FORK
FORMATION OF THE MESAVERDE GROUP FOR
CERTAIN DESCRIBED LANDS IN THE MAM
CREEK FIELD AREA, GARFIELD COUNTY,
COLORADO

CAUSE NO. 191

DOCKET NO. 0502-EX-01

APPLICATION

COMES NOW Bill Barrett Corporation ("Applicant"), a Delaware corporation, by its attorneys, Gorsuch Kirgis LLP, and makes application to the Oil and Gas Conservation Commission of the State of Colorado for an order establishing spacing rules applicable to the drilling and producing of wells from 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 is the operator that that certain federal exploratory unit known as the Gibson Gulch Unit consisting of the following described lands:

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

Section 19: SE/4NW/4, SW/4NE/4, S/2

Section 20: S/2

Section 21: W/2SW/4

Section 28: W/2, W/2SE/4

Section 29: ALL

Section 30: ALL

Section 31: N/2, N/2SW/4, SE/4

Section 32: N/2, N/2S/2, S/2SW/4, SW/4SE/4

Section 33: N/2NW/4, SW/4NW/4

(hereinafter "Application Lands")

3. Under the Commission's Rule 318(d)(3), the well location rules otherwise applicable under Rule 318 do not apply to unit operations approved by federal authorities except

that no well in excess of two thousand five hundred (2,500) feet in depth shall be located less than six hundred (600) feet in depth from the exterior or interior (if there be one) boundary of the unit area unless otherwise authorized by the order of the Commission after proper notice to owners outside the unit area.

4. Applicant and others have drilled, tested and completed multiple wells in the Williams Fork Formation of the Mesaverde Group upon the Application Lands and other nearby lands.

5. That to promote efficient drainage within the Williams Fork Formation of the Mesaverde Group of the Application Lands, the Commission should establish new setback rules applicable to the drilling of Williams Fork wells within the unit area comprised of the Application Lands such that a Williams Fork well should be located downhole anywhere upon the Application Lands but no closer than 100 feet from the boundaries of the exterior or interior (if there be one) boundary unless such boundary abuts or corners lands in respect of which the Commission has not at the time of drilling permit application granted the right to drill 10 acre density Williams Fork wells in which event the wells should be located downhole no closer than 200 feet from the exterior or interior (if there be one) boundary unless exception is granted by the Director of the Commission.

6. That the above-proposed well location rules will allow more efficient drainage of the Williams Fork Formation of the Mesaverde Group; 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.

7. 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 February, 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: December _____, 2004.

GORSUCH KIRGIS LLP

By: _____
William A. Keefe
Tower 1, Suite 1000
1515 Arapahoe Street
Denver, Colorado 80202

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 on December _____, 2004.

Witness my hand and official seal.

My commission expires:_____

Notary Public

EXHIBIT A

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

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

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

William G. & Janette M. Kaufman
925 Bennett Avenue
Glenwood Springs, CO 81602

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

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

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

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

Joyce Van Every
0820 127 Road
Glenwood Springs, CO 81602

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

Harold & Kay Bumguardner
311 County Rd
Silt, CO 81652

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

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

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

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

Young Enterprises
612 Rico Way
Grand Junction, CO 81506

Kristine M. Peterson
2525 S. Wadsworth Blvd.,
Suite 203
Lakewood, CO 80227

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)
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CITY AND COUNTY OF DENVER)

That he is the attorney for Bill Barrett Corporation, that on December ____, 2004 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: January 24, 2005

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