

**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 WELL LOCATION RULES FOR THE
ILES FORMATION OF THE MESAVERDE GROUP
FOR CERTAIN DESCRIBED LANDS IN THE MAMM
CREEK FIELD AREA, GARFIELD COUNTY,
COLORADO

CAUSE NO. 191

DOCKET NO.

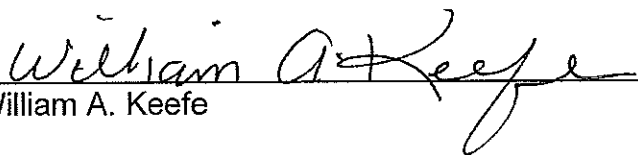
SUPPLEMENTAL AFFIDAVIT OF MAILING

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

William A. Keefe of lawful age, and being first duly sworn upon his oath, states and declares:

That he is the attorney for Bill Barrett Corporation, that on April 21, 2009, he caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the following:

Bureau of Land Management
Colorado State Office
2850 Youngfield Street
Lakewood, CO 80215



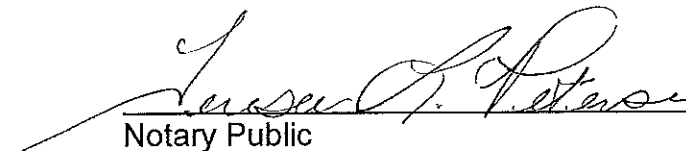
William A. Keefe

Subscribed and sworn to before me April 21, 2009.

Witness my hand and official seal.

My commission expires: 10-04-09





Notary Public

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APPLICATION

COMES NOW Bill Barrett Corporation ("Applicant"), a Delaware corporation, by its attorneys, Beatty & Wozniak, P.C., and makes this 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 Iles Formation of the Mesaverde Group covering certain described lands in the Mamm Creek Field area in Garfield County, Colorado 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 of a certain federal exploratory unit known as the Gibson Gulch II Unit, approved on September 13, 1990 by the Bureau of Land Management, 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. Pursuant to Order No. 191-9 (Corrected) dated February 14, 2005, Rule 318 (d)(3) was amended to allow Williams Fork wells as to the Application Lands to be located downhole anywhere within the Gibson Gulch II Unit but no closer than 100 feet from the boundaries of the exterior or interior (if applicable) 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 Formation wells in which event the wells shall be located downhole no closer than 200 feet from such exterior or interior (as applicable) boundary unless exception is granted by the Commission.

5. Applicant and others have drilled, tested and completed wells in the Iles Formation of the Mesaverde Group within the area of the Application Lands and other nearby lands.

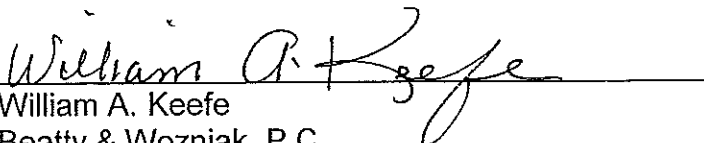
6. That to promote efficient drainage within the Iles Formation of the Mesaverde Group of the Application Lands, the Commission should establish new setback rules applicable to the drilling of Iles wells within the Gibson Gulch II Unit area comprised of the Application Lands such that an Iles Formation 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 applicable) 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 (as applicable) boundary unless exception is granted by the Director of the commission.

7. That the above-proposed well location rules will allow more efficient drainage of the Iles 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.

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 June, 2009, 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.

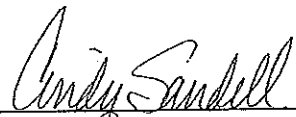
Dated: April 20, 2009.

By: 
William A. Keefe
Beatty & Wozniak, P.C.
216 Sixteenth Street-Suite 1100
Denver, Colorado 80202-5115
(ph) 303-407-4475

VERIFICATION

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

Cindy Sandell, of lawful age, being first duly sworn upon oath, deposes and says that she is Landman for Bill Barrett Corporation and that she has read the foregoing Application and that the matters therein contained are true to the best of her knowledge, information and belief.

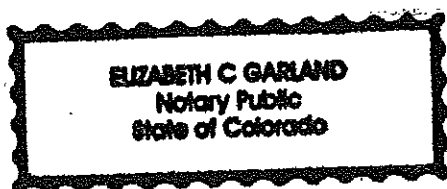


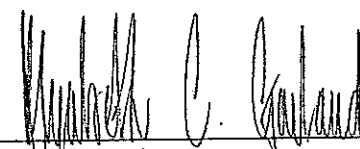
Cindy Sandell

Subscribed and sworn to before me this 20th day of April, 2009.

Witness my hand and official seal.

My commission expires: 2/15/2010





Notary Public

Exhibit A

Interested Parties

Alpine Intercontinental Petrochemical
Alliance LLC
401 23rd Street, Suite 305
Glenwood Springs, CO 81601-4311

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

Apollo Energy, Inc.
1538 Wazee Street, Suite 200
Denver, CO 80202

Dejour Energy (USA) Corp.
1401 17th Street, Suite 300
Denver, CO 80202

Flag Resources Inc. Profit Sharing Plan
1412 County Road 311
Silt, CO 81652

Harry A. & Leslie L. Garner, JT
4181 County Road 311
Silt, CO 81652

Orion Energy Partners L.P.
1675 Broadway, Suite 2000
Denver, CO 80202

Judith H. Jordan
Garfield County
375 County Road 352, Bldg 2060
Rifle, CO 81650-8412

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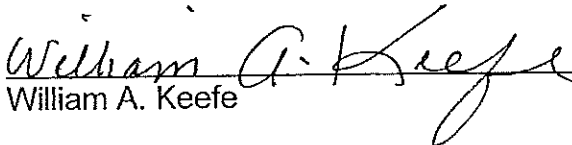
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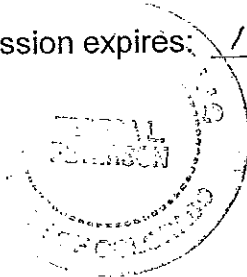


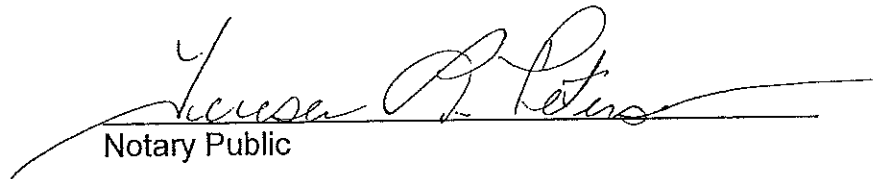
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