

**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 SPACING AND WELL  
LOCATION RULES FOR THE GOTHIC SHALE  
FORMATION UNDERLYING CERTAIN DESCRIBED  
LANDS IN MONTEZUMA COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

**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 and well location rules applicable to the drilling and producing of horizontal wells from the Gothic Shale Formation underlying certain lands in Montezuma 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 owns all or a portion of the leasehold interests in the following described lands:

**Township 38 North, Range 16 West, N.M.P.M.**

Section 3: Lots 1(40.32), 2(40.61), 3(40.70), 4(40.79), S/2N/2, S/2  
Section 4: Lots 1(40.78), 2(40.66), 3(40.54), 4(40.43), S/2N/2, S/2  
Section 5: Lots 1(40.29), 2(40.11), 3(39.93), 4(39.76), S/2N/2, S/2  
Section 6: Lots 1(39.72), 2(39.80), 3(39.88), 4(35.62), 5(35.78), 6(35.90),  
7(36.03), S/2NE/4, SE/4NW/4, E/2SW/4, SE/4  
Section 7: Lots 1(36.22), 2(36.46), 3(36.17), 4(36.95), E/2W/2, E/2  
Section 8: All  
Section 9: All  
Section 10: All  
Section 14: All  
Section 15: All  
Section 16: All  
Section 17: All  
Section 18: Lots 1(37.21), 2(37.47), 3(37.73), 4(37.99), E/2W/2, E/2  
Section 19: Lots 1(38.18), 2(38.31), 3(38.44), 4(38.57), E/2W/2, E/2  
Section 20: All  
Section 21: All  
Section 22: All  
Section 23: All  
Section 26: All

Section 27: All  
Section 28: All  
Section 29: All  
Section 30: Lots 1(38.76), 2(39.00), 3(39.24), 4(39.48), E/2W/2, E/2  
Section 31: Lots 1(39.42), 2(39.06), 3(38.70), 4(38.34), E/2W/2, E/2  
Section 32: All  
Section 33: All  
Section 34: All  
Section 35: All

(hereinafter "Application Lands")

3. That the Application Lands are unspaced as to the Gothic Shale Formation and subject to the Commission's Rule 318.

4. That Applicant has undertaken an exploration program by the drilling of horizontal wells into the Gothic Shale Formation in the area of the Application Lands and has determined that potentially commercial reserves of gas are recoverable from this formation underlying the Application Lands.

5. That to promote efficient drainage within this formation underlying the Application Lands, the Commission should establish the following described approximate 1,280 acre drilling and spacing units consisting of the Application Lands and permit the drilling on each of these drilling and spacing units up to a maximum of eight (8) horizontal wells:

Spacing Unit No. #1

Section 3: Lots 1(40.32), 2(40.61), 3(40.70), 4(40.79), S/2N/2, S/2  
Section 10: All

Spacing Unit No. #2

Section 4: Lots 1(40.78), 2(40.66), 3(40.54), 4(40.43), S/2N/2, S/2  
Section 9: All

Spacing Unit No. #3

Section 5: Lots 1(40.29), 2(40.11), 3(39.93), 4(39.76), S/2N/2, S/2  
Section 8: All

Spacing Unit No. #4

Section 6: Lots 1(39.72), 2(39.80), 3(39.88), 4(35.62), 5(35.78), 6(35.90), 7(36.03), S/2NE/4, SE/4NW/4, E/2SW/4, SE/4  
Section 7: Lots 1(36.22), 2(36.46), 3(36.17), 4(36.95), E/2W/2, E/2

Spacing Unit No. #5

Section 14: All  
Section 23: All

Spacing Unit No. #6

Section 15: All  
Section 22: All

Spacing Unit No. #7

Section 16: All

Section 21: All

Spacing Unit No. #8

Section 17: All

Section 20: All

Spacing Unit No. #9

Section 18: Lots 1(37.21), 2(37.47), 3(37.73), 4(37.99), E/2W/2, E/2

Section 19: Lots 1(38.18), 2(38.31), 3(38.44), 4(38.57), E/2W/2, E/2

Spacing Unit No. #10

Section 26: All

Section 35: All

Spacing Unit No. #11

Section 27: All

Section 34: All

Spacing Unit No. #12

Section 28: All

Section 33: All

Spacing Unit No. #13

Section 29: All

Section 32: All

Spacing Unit No. #14

Section 30: Lots 1(38.76), 2(39.00), 3(39.24), 4(39.48), E/2W/2, E/2

Section 31: Lots 1(39.42), 2(39.06), 3(38.70), 4(38.34), E/2W/2, E/2

(See attached Exhibit A)

6. That as to each horizontal well drilled within a given approximate 1,280 acre drilling and spacing unit, the surface location for the well may be located anywhere upon the drilling unit (or adjoining lands to such unit) provided that the horizontal leg into the Gothic Shale Formation shall not be any closer than 460 feet to the outside boundary of the drilling unit and the terminus of the horizontal leg shall not be any closer than 460 feet to the outside boundary of the drilling unit without exception being granted by the Director of the Oil and Gas Conservation Commission.

7. That as to the horizontal wells to be drilled into and produced from a given approximate 1,280 acre drilling and spacing unit, such wells will be drilled from no more than 8 pads located on the surface of such unit or adjoining lands to the unit. It is provided, however, that Applicant, in circumstances where topographic and surface owner approval conditions permit, will undertake reasonable efforts to utilize even fewer pads by locating its pads near the center of a given drilling and spacing unit.

8. The granting of this application 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.

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

WHEREFORE, Applicant respectfully requests that this matter be set for hearing in March 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: February \_\_\_\_, 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                    )  
  )     ss.  
CITY AND COUNTY OF DENVER)

Brian Wert, of lawful age, being first duly sworn upon oath, deposes and says that he is the Senior Landman for Bill Barrett Corporation and that he has read the foregoing Amended Application and that the matters therein contained are true to the best of his knowledge, information and belief.

\_\_\_\_\_  
Brian Wert

Subscribed and sworn to before me this \_\_\_\_\_ day of February, 2009.

Witness my hand and official seal.

My commission expires:\_\_\_\_\_

\_\_\_\_\_  
Notary Public

## Exhibit A

## Exhibit B

### Interested Parties

Adams Mineral CO  
PO Box 932  
Monticello, UT 84535

Alice Carol O'Dell  
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Cortez, CO 81321

Armond C Schmidt  
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20325 Road 25  
Dolores, CO 81323

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Dolores, CO 81323

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Wilford E & Norma Uptain  
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Willbanks Glen  
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Zane O'Dell  
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State of Colorado  
Board of Land Commissioners  
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Denver, CO 80203

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Redlands, CA 92374

USA - Dolores Project  
Western Colorado Area Office –  
Southern Division  
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William O & Deborah H Kelley, Dan R  
Barney  
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Buddy A Brixey & Mava Dell, Trustees  
Buddy A Brixey Revocable Trust  
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Douglas Earl & Sandra Elaine  
Odette Co-Trustees  
Odette Revocable Living Trust  
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**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 GOTHIC SHALE FORMATION  
UNDERLYING CERTAIN DESCRIBED LANDS IN  
MONTEZUMA COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

## 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 or before February \_\_\_\_, 2009, he caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit B to the Application.

William A. Keefe

Subscribed and sworn to before me February \_\_\_\_, 2009.

Witness my hand and official seal.

My commission expires: \_\_\_\_\_.

Notary Public