

BEFORE THE OIL & GAS CONSERVATION COMMISSION  
OF THE STATE OF COLORADO

IN THE MATTER OF THE APPLICATION  
OF BILL BARRETT CORPORATION FOR  
AN ORDER POOLING ALL INTERESTS  
IN THE WILLIAMS FORK AND ILES  
FORMATIONS IN AN ESTABLISHED  
DRILLING AND SPACING UNIT  
LOCATED IN THE MAMM CREEK FIELD  
AREA, GARFIELD COUNTY, COLORADO

CAUSE NO: 191

DOCKET NO:

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APPLICATION

COMES NOW, Bill Barrett Corporation (referred to herein as "Applicant"), by and through its undersigned attorneys, and makes application to the Oil and Gas Conservation Commission of the State of Colorado ("COGCC"), for an order to pool all interests for the drilling of ten (10) acre density wells within the Williams Fork Formation and Iles Formation in the following described lands (hereinafter "Application Lands"):

Township 6 South, Range 91 West, 6<sup>th</sup> P.M.

Section 36: All

Garfield County, Colorado

In support of its application, Applicant states and avers as follows:

1. That the Applicant is a corporation duly authorized to conduct business in the State of Colorado.
2. That the Applicant owns a leasehold interest in all or a portion of the Application Lands.
3. That the Application Lands have been established as an approximate 640-acre drilling and spacing unit for the production of gas and associated hydrocarbons from the Williams Fork Formation and Iles Formation under the Commission's Order 191-8 (WF) dated as of January 10, 2005, as corrected June 2005 and November 2008, and Order 191-10 (ILS) dated as of April 25, 2005, as corrected November 2007 and November 2008. Such orders also approved ten acre density drilling for these formations.
4. That, Applicant has drilled one well (the Hilton 36-21D) well on the NE/4NW/4 of the Application Lands, such well being completed within the Williams Fork and Iles Formations.

5. That all of the lessees and working interest owners in this well are voluntarily pooled. However, one fee lease which covers the NE/4NW/4 and NW/4NE/4 of the Application Lands does not include pooling provisions which would allow the royalty owner's interest under such lease to be voluntarily pooled within a 640 acre drilling and spacing unit. This lease was entered into and became effective after the effective dates of the Commission's orders as recited above which established the Application Lands as an approximate 640 acre drilling and spacing unit. In a recent application filed with the Colorado Oil and Gas Conservation Commission, Applicant requested that such 640 acre drilling and spacing unit be vacated and that an approximate 560 acre drilling and spacing unit be established for the Williams Fork and Iles Formations which would not include the two 40 acre tracts covered by the fee lease which did not have a pooling clause allowing for a 640 acre drilling and spacing unit. That application was protested by the Bureau of Land Management which is the lessor of approximately 520 acres of the currently existing 640 acre drilling and spacing unit. As a result of such protest, Applicant withdrew its application to vacate the 640 acre drilling and spacing unit constituting the Application Lands. Applicant now elects to apply for involuntary pooling in order to provide for pooling of all interests in the Hilton 36-21D well (together with future wells drilled to the Williams Fork and Iles Formations within said 640 acre unit).

6. In its protest, the Bureau of Land Management noted that it would be necessary in due course for the owners in the 640 acre drilling and spacing unit to enter into an appropriate Communitization Agreement covering development of the Williams Fork and Iles Formations within the unit. In this regard, a letter will be sent by Applicant to the lessor of the fee lands which are covered by the two 40 acre tracts which do not have the pooling clauses allowing voluntary pooling within a 640 acre drilling and spacing unit. Applicant anticipates that such lessor may elect not to join in such Communitization Agreement or other wise agree to amend the leases to provide for pooling within the 640 acre drilling unit. This is the principal reason for Applicant's decision to request involuntary pooling under this application.

7. That in order to prevent waste, protect correlative rights and in the best interests of conservation, all interests of parties entitled to participate in the production from the initial wells (such parties and their addresses being listed in Exhibit A attached hereto) should be pooled as to production from the Williams Fork Formation and Iles Formation in accordance with C.R.S. § 34-60-116 and Rule 530 of the COGCC.

8. That the effective date of such order should be the July 27, 2009, the date the Hilton 36-21D well was spudded.

9. That the names and addresses of the interested parties with respect to this Application are set forth in Exhibit A hereto.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing, that notice thereof be given as required by law and that upon such hearing this Commission enter its order that all royalty owners in the Williams Fork and Iles Formations who have not agreed to voluntarily pool their interests in the Hilton 36-21D

well (together with all future Williams Fork and Iles Formations wells drilled on the Application Lands) shall be involuntarily pooled under the provisions of C.R.S. § 34-60-116; that the effective date of such order shall be the date the Hilton 36-21D well was spudded and for such other findings and orders as the Commission may deem proper or advisable in the premises.

DATED this \_\_\_\_\_ day of May, 2010.

Respectfully submitted:

Bill Barrett Corporation

By:

\_\_\_\_\_  
William A. Keefe  
Beatty & Wozniak, P.C.  
216 Sixteenth St. –Suite 1100  
Denver, Colorado 80202  
Telephone No.: (303) 407-4475

Applicant's Address:

1099 18th St.-Suite 2300  
Denver, CO 80202

## VERIFICATION

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

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.

By: Cindy Sandell

Subscribed and sworn to before me this \_\_\_\_\_ day of May, 2010.

Witness my hand and official seal.

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

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Notary Public

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IN THE MATTER OF THE APPLICATION  
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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 May 19, 2010, he caused a copy of the attached Application in the  
above-captioned matter to be deposited in the United States Mail, postage  
prepaid, addressed to the parties listed on Exhibit A to the Application.

By: \_\_\_\_\_  
William A. Keefe

Subscribed and sworn to before me this \_\_\_\_\_ day of May 2010.

Witness my hand and official seal.

My commission expires:

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

## EXHIBIT A

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

Sharon E. Gibson  
23148 Ladeene  
Torrance, CA 90505

Piceance Royalty Partners LLC  
410 17th Street, Suite 1150  
Denver, CO 80202

Patrick D. McBurney  
4410 Campolina Lane  
Pasco, WA 99301

John R. Boulton & Nancy L. Black, Joint Tenants  
PO Box 666  
Rifle, CO 81650

Williams Production RMT Company  
1515 Arapahoe Street  
Tower 3, Suite 1000  
Denver, CO 80202

Robert Owen Boulton  
8985 Rogers Road  
Longmont, CO 80503

Laura Groppe  
1318 Preston Way  
Venice, CA 90291

Weston E. Boulton and Verley B. Boulton  
Revocable Trust dated December 22, 2005  
2912 Middlesborough Ct  
Fort Collins, CO 80525

Richard E. Agee  
800 Gessner, Suite 1000  
Houston, TX 77024

Marian Eileen Wooding  
250 Heath Village  
Hackettstown, NJ 07840

Hollis Ann Crow  
820 Frandora Lane  
Houston, TX 77024

George Henry Boulton  
401 North Clara  
Arlington, WA 98223

Jay Clemens Groppe  
708 N. Windomere Ave  
Dallas, TX 75208-3554

Gene R. Hilton and Mary J. Hilton  
2102 West Arapahoe Drive  
Littleton, CO 80120

Ernest Henry Groppe, Jr.  
607 Pinehaven Dr.  
Houston, TX 77024

Gerald H. and Sheron L. McBurney  
5801 157<sup>th</sup> Lane NW  
Ramsey, MN 55303

Anne Cushing  
22 Majestic Oaks Drive  
Signal Mountain, TN 37377

Donald T. McBurney  
23814 Moorgate Place  
Poulsbo, WA 98370

Ernest Henry Groppe III  
607 Pinehaven Dr.  
Houston, TX 77024

J. David Kirkland  
2920 Del Monte Drive  
Houston, TX 77019

Solace Kirkland Southwick  
11606 Starwood  
Houston, TX 77024

Kate Sayen Kirkland Trust  
7630 East Jordan Cove  
Houston, TX 77055-5053

Huntington Exploration LLC  
7630 East Jordan Cove  
Houston, TX 77055

Thomas J. Vessels  
730 17th Street  
Denver, CO 80202

HH Energy, LLC  
8435 West 80th Avenue  
Arvada, CO 80005

