

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

IN THE MATTER OF THE APPLICATION OF
BILL BARRETT CORPORATION COMPANY
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:

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 and Iles Formations in the following described lands (hereinafter "Application Lands"):

Township 6 South, Range 92 West, 6th P.M.
Section 21: 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, pursuant to the Commission's Order No. 191-8 (WF) dated as of January 10, 2005, as corrected June 2005 and November 2008, an approximate 640 acre drilling and spacing unit consisting of the Application Lands was established together with permission to drill ten acre density Williams Fork Formation wells thereon. Also, pursuant to the Commission's Order No. 191-10 dated as of April 25, 2005, as corrected November 2007 and November 2008, an approximate 640-acre drilling and spacing unit consisting of the Application Lands was established together with permission to drill ten acre density Iles Formation wells thereon.
4. Applicant has commenced drilling operations on twelve (12) wells that will be drilled from one well pad; said wells are listed on Exhibit "A" attached hereto.
5. At least 30 days prior to hearing on this application, Applicant will have sent to affected owners appropriate AFE's (containing the information required by the Commission's Rule 530.a) detailing the actual costs of drilling these twelve wells. Applicant anticipates, however, that

one or more of such owners may refuse to participate in the drilling, testing and completion of these wells or otherwise may fail to respond to Applicant's offer to participate.

6. Moreover, that with respect to any owners of unleased mineral interests in the Application Lands, Applicant will have made reasonable attempts pursuant to COGCC Rule 530.b. to enter into leases with such parties but, again, anticipates it may be unsuccessful in such attempts.

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 described twelve wells (as well as future Williams Fork Formation and Iles Formation wells drilled on the Application Lands) 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 names and addresses of the interested parties with respect to this Application are set forth on Exhibit "B" attached 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 non consenting owners in the Williams Fork and Iles Formations who have not responded or refused to execute Applicant's AFE's or to otherwise join in the drilling of such wells and all unleased mineral owners who have refused to execute a lease covering their mineral interests in the Application Lands, or alternatively have refused to participate in the costs of drilling the wells be treated as non consenting owners under C.R.S. § 34-60-116 and made subject to the terms and penalties provided for therein 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: _____

Notary Public

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

IN THE MATTER OF THE APPLICATION OF
BILL BARRETT CORPORATION COMPANY
FOR AN ORDER POOLING ALL NON-
CONSENTING INTERESTS IN AN
ESTABLISHED DRILLING AND SPACING UNIT
LOCATED IN THE MAMM CREEK FIELD
AREA, GARFIELD COUNTY, COLORADO

CAUSE NO: 191

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 May 21, 2010, 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 "B" 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"

<u>Well Name</u>	<u>API</u>
CBS 13A-21-692	05-045-18581
CBS 13B-21-692	05-045-18580
CBS 13C-21-692	05-045-18579
CBS 13D-21-692	05-045-18579
CBS 14B-21-692	05-045-18583
CBS 14D-21-692	05-045-18582
CBS 23A-21-692	05-045-18577
CBS 23B-21-692	05-045-18576
CBS 23C-21-692	05-045-18575
CBS 23D-21-692	05-045-18574
CBS 24B-21-692	05-045-18585
CBS 24D-21-692	05-045-18584

Exhibit "B"

Magic M & R LLC
1720 S. Bellaire Street Ste 1209
Denver, CO 80222

Exxon Mobil Corporation
PO Box 2024
Houston, TX 77252-2024

MAP2003 NET
Oklahoma General Partnership
PO Box 268947
Oklahoma City, OK 73126

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

2 Quiat LLC
C/O Gerald M. Quiat
1873 S Bellaire Street Ste 900
Denver, CO 80222

Devra L. Altman
2020 East 4th Avenue
Denver, CO 80206

Bay Minerals LLC
1129 Pennsylvania Street
Denver, CO 80203

Mary A. & Cathlyn J. Huttner
21427 East Ottawa Circle
Aurora, CO 80016

Left Hand Resources
Daniel Quiat, Manager
PO Box 3498
Boulder, CO 80307

Richard Altman & Co
717 17th Street Suite 1400
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Rufus Craig Patch
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H Robert Daniel Raley
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Arizona City, AZ 85223

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Cheyenne, WY 82009

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Silt, CO 81652-9683

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Debeque, CO 81630

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Grand Junction, CO 81507

Errol Rufus Raley
8440 20½ Road
Fruita, CO 81521

Phyllis Anita Scarrow
4756 Colorado Road 309
Parachute, CO 81635

Ruby Lea Toles
PO Box 1559
Overton, NV 89040

BJJ Partners LLC
Barry Curtiss Lusher
137 Dahlia Street
Denver, CO 80220

Mimonte LLC
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Englewood, CO 80155

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Greeley, CO 80633

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Yeakel Mineral Rights CO
C/O Dalby Wendland & Co PC
201 Centennial Drive
Glenwood Springs, CO 81601

Swanson Colorado Trust UAG
November 14, 2001
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Denver, CO 80202

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Glenwood Springs, CO 81602

RDLJ LLC
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Glenwood Springs, CO 81602

KBL Mineral Company LLC
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Nicollette Rounds Trustee
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Denver, CO 80209

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Gilbert, AZ 85298

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Bar Seven L LLC
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Rifle, CO 81650

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1333 College Parkway 172
Gulf Breeze, FL 32563

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C/O Alpine Trust & Asset Management
225 North Fifth St
Grand Junction, CO 81501

McClung Trust Dated 4/6/1987
Stella C. McClung
4200 Summers Lane 58
Klamath Falls, OR 97603

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Colorado Springs, CO 80911

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750 Lexington Avenue 22nd Floor
New York, NY 10022

Caerus Partners LLC
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Leonardo LP
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