

**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 DENSITY AND 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.

APPLICATION

COMES NOW Bill Barrett Corporation ("Applicant"), a Delaware corporation, by its attorneys, Beatty & Wozniak, P.C., and makes application to the Oil and Gas Conservation Commission of the State of Colorado for an order establishing density and well location 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, 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 owns a leasehold interest in a substantial portion of the following described lands:

Township 6 South, Range 91 West
Section 19: N/2N/2

("hereinafter "Application Lands")

3. That the Application Lands as to the Iles Formation are subject to the Commission's Rule 318.a. which requires that wells drilled in excess of 2,500 feet in depth be located not less than 600 feet from any lease line and located not less than 1,200 feet from any other producible or drilling oil or gas well when drilling to the same common source of supply. The Application Lands as to the Williams Fork Formation were authorized for ten (10) acre density drilling under the Commission's Order 191-8 (Second Correction) dated June 8, 2005.

4. Inasmuch as Applicant desires to drill Iles Formation wells together with Williams Fork wells, Applicant requests that the Commission authorize the optional drilling of Iles Formation wells upon the Application Lands to the equivalent of one well per ten (10) acres.

5. That multiple wells have been drilled, tested and completed in the Iles Formation of the Mesaverde Group upon lands in the general vicinity of the Application Lands.

6. That as to all future Iles Formation wells to be drilled upon the Application Lands, the well should be located downhole anywhere upon such lands but no closer than 100 feet from the boundaries of any lease line unless such lease line abuts or corners lands in respect of which the Commission has not at the time of drilling permit application granted the right to drill Williams Fork Formation ten (10) acre density wells in which event the wells shall be drilled

downhole no closer than 200 feet from the lease line which so abuts or corners the lands in respect of which ten (10) acre density downhole drilling for Williams Fork wells has not been ordered by the Commission.

8. That, except as previously authorized by order of the Commission, wells to be drilled under this Application will be drilled from the surface either vertically or directionally from no more than one pad located on a given quarter quarter section (or lots or parcels approximately equivalent thereto) unless exception is granted by the Colorado Oil and Gas Conservation Commission pursuant to application made for such exception.

9. That all wells drilled to the Iles Formation may be drilled only in connection with the drilling of Williams Fork Formation wells.

10. 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.

11. That the names and addresses of 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 November, 2010, 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: October ____, 2010.

BEATTY & WOZNIAK, P.C.

By: _____
William A. Keefe
216 Sixteenth Street-Suite 1100
Denver, Colorado 80202-5115
(ph) 303-407-4475

Applicant's Address:
1099 18th St., Suite 2300
Denver, CO 80202

VERIFICATION

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

David Eckelberger, of lawful age, being first duly sworn upon oath, deposes and says that he is a 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.

David Eckelberger

Subscribed and sworn to before me this _____ day of October, 2010.

Witness my hand and official seal.

My commission expires:_____

Notary Public

EXHIBIT A

Bill Barrett Corporation
1099 18th Street, Suite 2300
Denver, CO 80202

Circle B Land Company LLC
1099 18th Street, Suite 2300
Denver, CO 80202

Retamco Operating Inc.
HCR Box 1010
Highway 212 MM86
Roberts, MT 59070

Dejour Enterprises LTD
1100—808 West Hastings St
Vancouver, BC V6C 2X4

Brownstone Ventures Inc
130 King Street W.
Suite 2810
Toronto, Ontario, Canada M5X 19A

CJS Oil and Gas Properties
P.O Box 206
Flint, TX 75762

Kinney Oil Company
1401 17th Street, Suite 870
Denver, CO 80202

Torch Energy Associates
1221 Lamar, Suite 1600
Houston, TX 77010

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

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

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

Judith H. Jordan
Garfield County
0375 County Road 352, Bldg 2060
Rifle, CO 81650

Kim Kaal
Colorado Division of Wildlife
6060 Broadway
Denver, CO 80216

Kent Kuster
Colorado Department of
Public Health & Environment
4300 Cherry Creek Drive South
Denver, CO 80246-1530

Brit and Sharon McLin
PO Box 957
Silt, CO 81652

EnCana Oil and Gas (USA)
ATTN: Rick Gallegos
370 17th St, Suite 1700
Denver, CO 80202

Alpine Intercontinental Petrochemical
Alliance, LLC
ATTN: William G. Kaufman
401 23rd St, Suite 305
Glenwood Springs, CO 81601

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AFFIDAVIT OF MAILING

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

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 October ____, 2010, 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 A to the Application.

William A. Keefe

Subscribed and sworn to before me October ____, 2010.

Witness my hand and official seal.

My commission expires: _____

Notary Public