

**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 WILLIAMS FORK FORMATION AND
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 spacing rules and well location rules applicable to the drilling and producing of wells from the Williams Fork Formation and 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 92 West
Section 24: S/2SE/4NE/4, NE/4SE/4, SE/4SE/4
("hereinafter "Application Lands")

3. That the Application Lands are unspaced for the Williams Fork Formation and Iles Formation but are subject to the Commission's Order No. 191-64 dated May 7, 2009 which authorized ten (10) acre equivalent well density for the drilling of Williams Fork and Iles Formations wells.

4. That Applicant requests that the Commission establish an approximate 100 acre drilling and spacing unit covering the Application Lands which will allow reduction of surface impact and more strategic location of drilling pads.

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

6. That to promote the efficient drainage within the Williams Fork Formation and Iles Formation of the Mesaverde Group of the Application Lands, Applicant also requests that the Commission continue to authorize the number of wells which can be optionally drilled into and produced from these formations within the requested drilling and spacing unit to the equivalent of one well per ten (10) acres.

7. That as to all future Williams Fork and Iles Formation wells to be drilled upon the Application Lands within such drilling and spacing unit, the well should be located downhole anywhere in the drilling and spacing unit but no closer than 100 feet from the boundaries of the unit without exception being granted by the Director of the Oil and Gas Conservation Commission. It is provided however that in cases where the Application Lands abut or corner lands in respect of which the Commission has not at the time of drilling permit application granted the right to drill ten (10) acre density Williams Fork Wells, the well should be located downhole no closer than 200 feet from the boundary or boundaries of the drilling unit so abutting or cornering such lands without exception being granted by the Director of the Oil and Gas Conservation 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.

Cindy Sandell, of lawful age, being first duly sworn upon oath, deposes and says that she is a 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 _____ 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

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

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

**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 WILLIAMS FORK FORMATION AND
ILES FORMATION OF THE MESAVERDE GROUP
FOR CERTAIN DESCRIBED LANDS IN THE MAMM
CREEK FIELD AREA, GARFIELD COUNTY,
COLORADO

CAUSE NO. 191

DOCKET NO.

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