

**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 of an approximate 120 acre drilling and spacing unit for 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 all or a portion of the leasehold interests in the following described lands:

Township 6 South, Range 92 West. 6th P.M.

Section 13: SW/4SW/4

Section 14: SE/4SE/4

Section 23: NE/4NE/4

(hereinafter "Application Lands")

3. That the Application Lands are unspaced as to the Williams Fork Formation and the Iles Formation of the Mesaverde Group. However, the Application Lands were authorized for ten (10) acre density drilling for the Williams Fork Formation and Iles Formation pursuant to the Commission's Orders 191-8 and 191-10 respectively.

4. All of the Application Lands are covered by one lease. However, there are different royalty owners for each quarter quarter section of the Application Lands which could necessitate separate production facilities for wells drilled on each quarter quarter section. In order to reduce the surface footprint of surface equipment and reduce costs, Applicant desires to have these three quarter quarter sections established as an approximate 120 acre drilling and spacing unit for the production of gas and associated hydrocarbons produced from the Williams Fork Formation and Iles Formation.

5. That as to all future Williams Fork and Iles Formation wells to be drilled upon the 120 acre drilling and spacing unit constituting the Application Lands, the wells should be located downhole anywhere upon the Application Lands but no closer than 100 feet from a boundary of the unit without exception being granted by the Director of the Oil and Gas Conservation Commission. All of the lands surrounding the Application Lands previously have been approved for ten (10) acre density drilling for the Williams Fork Formation and Iles Formation pursuant to the Commission's Orders as follows:

Sec 13-T6S-R92W Order 191-55 (WF/ILS)
Sec 14-T6S-R92W Orders 191-24 (WF); 191-25 (ILS)
Sec 23-T6S-R92W Orders 191-8 (WF); 191-10 (ILS); 191-34 (WF/ILS)
Sec 24-T6S-R92W Order 191-64 (WF/ILS)

6. 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 Director of the Colorado Oil and Gas Conservation Commission.

7. 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.

8. That the names and addresses of the 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 February, 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: December 21, 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)

Cindy Sandell, of lawful age, being first duly sworn upon oath, deposes and says that she is the 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 December, 2009.

Witness my hand and official seal.

My commission expires: _____

Notary Public

EXHIBIT A

Judith H. Jordan
Garfield County
375 County Road 352, Bldg 2060
Rifle, CO 81650-8412

Colorado Division of Wildlife
6060 Broadway
Denver, CO 80216

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

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

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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 December____, 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 A to the Application.

William A. Keefe

Subscribed and sworn to before me December____, 2009.

Witness my hand and official seal.

My commission expires: _____.

Notary Public