

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, WELL LOCATION AND  
DENSITY 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 attorney, Randall H. Moke, and makes application to the Oil and Gas Conservation Commission of the State of Colorado for an order to establish 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 a leasehold interest in a substantial portion of the following described lands:

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

Section 32: SE $\frac{1}{4}$ SE $\frac{1}{4}$  ("Tract 1")

Section 33: W $\frac{1}{2}$ SW $\frac{1}{4}$  ("Tract 2")

("hereinafter "Application Lands")

3. That, no spacing or well density orders currently exist for the Tract 1 portion of the Application Lands in the Williams Fork Formation and Iles Formation.

4. That, the Tract 2 portion of the Application Lands are unspaced; however, setback footages and ten (10) acre density drilling for Tract 2 were established for Williams Fork Formation and Iles Formation wells pursuant to the Commission's Orders 191-8 and 191-10 respectively.

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 based on ten (10) acre density drilling.

6. That Applicant requests that the Commission approve ten (10) acre well density for the Williams Fork Formation and Iles Formation for the Tract 1 portion of the Application Lands.

7. That Applicant further requests that the Commission establish an approximate 120 acre drilling and spacing unit covering the Application Lands which may be optionally drilled on a

ten (10) acre well density for the production of gas and associated hydrocarbons produced from the Williams Fork Formation and Iles Formation, in order to reduce the surface footprint of equipment and allow for the strategic location of the drilling pad.

8. 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 32-R6S-R91W	Order 191-9 (WF); 191-65 (ILS)
Sec 33-R6S-R91W	Order 191-8 (WF); 191-10 (ILS)
Secs 4, 5-R7S-R91W	Order 191-32 (WF/ILS)

9. 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) and that Iles Formation wells shall be drilled and completed only in association with the drilling and completing of wells in the Williams Fork Formation, unless exception is granted by the Colorado Oil and Gas Conservation Commission, pursuant to application made for such exception.

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 April, 2011, 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: January 28, 2011.

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Randall H. Moke  
Attorney at Law  
90 Madison St., Suite 206  
Denver, CO 80206  
Ph. (303) 320-4165

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 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 January, 2011.

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

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

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

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        )

Randall H. Moke 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 January 28, 2011, 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.

\_\_\_\_\_  
Randall H. Moke

Subscribed and sworn to before me January 28, 2011.

Witness my hand and official seal.

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

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