

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

IN THE MATTER OF THE PROMULGATION)	CAUSE NO. 407
AND ESTABLISHMENT OF FIELD RULES TO)	
GOVERN OPERATIONS IN THE WATTENBERG)	DOCKET NO. <i>To be assigned</i>
FIELD, WELD COUNTY, COLORADO)	

APPLICATION

Bill Barrett Corporation ("BBC" or "Applicant"), by and through its attorneys, Burleson LLP, respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order to: (1) establish an approximate 640-acre drilling and spacing unit for Section 9, Township 7 North, Range 62 West, 6th P.M., and authorize the drilling of up to four (4) horizontal wells within said unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation; and (2) pool all interests in an approximate 640-acre drilling and spacing unit to be established for said Section 9, for the development and operation of the Niobrara Formation. In support of its Application, Applicant states and alleges as follows:

1. Applicant is a corporation duly authorized to conduct business in the State of Colorado, and has registered as an operator with the Commission.

2. Applicant owns substantial leasehold interests in the below-listed lands:

Township 7 North, Range 62 West, 6th P.M.
Section 9: All

These lands are hereinafter referred to as the "Application Lands." A map depicting the acreage comprising the Application Lands is attached hereto and marked as Exhibit A.

Establishment of the Approximate 640-acre Drilling and Spacing Unit

3. The Application Lands are presently unspaced with respect to the Niobrara Formation, which is a common source of supply underlying said lands and, as such, Rule 318.a. applies to said lands and under said rule, wells greater than 2,500 feet in depth shall be located not less than 600 feet from any lease line, and shall not be located less than 1,200 feet from any other producible or drilling well when drilling to the same common source of supply, unless authorized by order of the Commission upon hearing.

4. On August 8, 2011, the Commission adopted Rule 318A(I).a.(4)D., which, among other things, requires a horizontal wellbore spacing unit to be designated for each proposed horizontal well located within the Greater Wattenberg Area ("GWA"). The horizontal wellbore spacing unit may be of different sizes and configurations depending on the lateral length and orientation of the wellbore but is to be comprised of the governmental quarter-quarter sections in which the wellbore lateral penetrates the productive formation as well as any governmental quarter-quarter sections that are located less than 460 feet from the portion of the wellbore lateral that penetrates the productive zone regardless of section or quarter section lines. The Application Lands are subject to this rule for the Niobrara Formation.

5. Applicant requests an order establishing an approximate 640-acre drilling and spacing unit for the Application Lands, and the authority to drill up to four (4) horizontal wells within the proposed unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation, with the treated interval of the wellbore to be no closer than 600 feet from the proposed unit boundaries and no closer than 1,200 feet from the treated interval of any other wellbore located in the proposed unit and completed in the Niobrara Formation, without exception being granted by the Director.

6. That in order to promote efficient drainage of the Niobrara Formation underlying the Application Lands, to prevent waste, and to protect correlative rights, the Commission should establish the approximate 640-acre drilling and spacing unit requested herein for the drilling and completion of up to four (4) horizontal wells within the unit. The requested drilling and spacing unit for the Application Lands is not smaller than the maximum area that can be economically and efficiently drained by one well.

7. BBC has drilled and completed the Cass Farms #11-9H Well, API #05-123-32689 (the "Well"), an unspaced horizontal well located within Section 9, Township 7 North, Range 62 West, 6th P.M. Under this Application, BBC is not requesting a change to the unit acreage assigned to the Well and the current distribution of the proceeds from the Well.

Statutory Pooling of All Interests within the 640-acre Drilling and Spacing Unit

8. Under a separate portion of this Application, Applicant has requested an order establishing an approximate 640-acre drilling and spacing unit for the Application Lands, and the authority to drill up to four (4) horizontal wells within the proposed unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. Acting pursuant to the relevant provisions of §34-60-116(6) & (7), C.R.S., and Rule 530., Applicant seeks an order pooling all interests in the Application Lands (wherein the Applicant has drilled and completed the Cass Farms #11-9H Well, API #05-123-32689, in the Niobrara Formation), for the development and operation of the Niobrara Formation.

9. Applicant requests that the pooling order entered as a result of this Application be made effective as of the date of this Application, or the date that the costs specified in §34-60-116(7)(b)(II), C.R.S., are first incurred for the drilling of a Niobrara Formation well on the Application Lands, whichever is earlier.

* * *

10. The granting of this Application is in accord with the Oil and Gas Conservation Act, found at §34-60-101, *et seq.*, C.R.S., and the Commission rules.

11. That the names and addresses of the interested parties (owners within the proposed drilling and spacing unit (for the Applicant's request to space the Application Lands for horizontal well development) and persons who own any interest in the mineral estate of the tracts to be pooled, except owners of overriding royalty interest (for the Applicant's request to pool all interests within the spacing unit, once established)) are attached hereto and marked Exhibit B.

The Applicant shall submit a certificate of service for the Application within the seven days as required by Rule 503.e.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing, that notice be given as required by law and that upon such hearing this Commission enter its order:

A. Establishing an approximate 640-acre drilling and spacing unit for the Application Lands, and authorize the drilling of up to four (4) horizontal wells within said unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation, with the treated interval of the wellbore to be no closer than 600 feet from the proposed unit boundaries and no closer than 1,200 feet from the treated interval of any other wellbore located in the proposed unit and completed in the Niobrara Formation, without exception being granted by the Director.

B. Pooling all interests in the Application Lands, for the development and operation of the Niobrara Formation, once the approximate 640-acre drilling and spacing unit has been established for the Application Lands.

C. Providing that the pooling order is made effective as of the date of this Application, or the date that the costs specified in §34-60-116(7)(b)(II), C.R.S., are first incurred for the drilling of a Niobrara Formation well on the Application Lands, whichever is earlier.

D. Providing that the interests of any owners, with whom the Applicant has been unable to secure a lease or other agreement to participate in the drilling of the authorized well, are pooled by operation of statute, pursuant to §34-60-116(7), C.R.S., and made subject to the cost recovery provisions thereof.

E. For such other findings and orders as the Commission may deem proper or advisable in the premises.

DATED this 14th day of September, 2012.

Respectfully submitted,

BILL BARRETT CORPORATION

By: 

Robert A. Willis (Colorado Bar No. 26308)
Burleson LLP
Wells Fargo Center
1700 Lincoln Street, Suite 1300
Denver, CO 80203
(303) 801-3200

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

VERIFICATION

STATE OF COLORADO

)

) SS.

CITY & COUNTY OF DENVER

)

Colleen Kennedy, Senior Landman for Bill Barrett Corporation, upon oath deposes and says that she has read the foregoing Application and that the statements contained therein are true to the best of her knowledge, information and belief.

BILL BARRETT CORPORATION


Colleen Kennedy
Colleen Kennedy

Colleen Kennedy

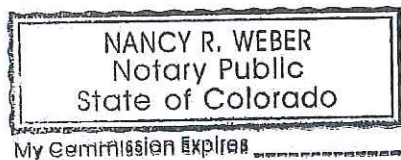
Subscribed and sworn to before me this 17 day of September, 2012, by Colleen Kennedy, Senior Landman for Bill Barrett Corporation.

Witness my hand and official seal.

My commission expires: 1-15-2013

15 2015

 Notary Public

Notary Public



Application Lands -

Sec. 9, T7N, R62W
Weld County

Exhibit A
Application Map

13	18	17	16	15	14	13	18	17
24	19	20	21	22	23	24	19	20
25	30	29	28	27	26	25	30	29
36	31	32	33	34	35	36	31	32
1	6	5	4	3	2	1	6	5
12	7	8	9	10	11	12	7	8
13	18	17	16	15	14	13	18	17

EXHIBIT B

INTERESTED PARTIES

The names and addresses of the interested parties according to the information and belief of the Applicant are set forth in this Exhibit B.

Bill Barrett Corporation
Attn: Colleen Kennedy
1099 18th Street, Suite 2300
Denver, CO 80202

Robert A. Willis
Burleson LLP
1700 Lincoln St., Suite 1300
Denver, CO 80290

Kim Kaal
Energy Liaison
Colorado Division of Wildlife
711 Independent Avenue
Grand Junction, CO 81505

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

David Bauer
Weld County LGD
1111 H Street
Greeley, CO 80632

Harry L. Crosby Marital Trust, U/A/D June,
1977, Kathryn G. Crosby, Trustee
136 El Camino Drive
Beverly Hills, CA 90212

Harry L. Crosby, III, Trust, Harry L. Crosby,
Trustee
136 El Camino Drive
Beverly Hills, CA 90212

Nathaniel Patrick Crosby Trust, Gary S.
Vandeweghe, Trustee
136 El Camino Drive
Beverly Hills, CA 90212

Mary F. Crosby Lottimer Trust, Gary S.
Vandeweghe, Trustee
136 El Camino Drive
Beverly Hills, CA 90212

Marathon Oil Company
5555 San Felipe
Houston, TX 77056

Marubeni Unconventional Resources
2800 Post Oak Blvd., Suite 6000
Houston, TX 77056

Prima Exploration
100 Fillmore Street, Suite 450
Denver, CO 80206

Apple Creek, LLC
335 South York Street
Denver, CO 80209

Blackland Petroleum, LLC
17190 E. Dorado Place
Centennial, CO 80015

Continental Resources
P.O. Box 1032
302 N. Independence
Enid, OK 73702

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

IN THE MATTER OF THE PROMULGATION) CAUSE NO. 407
AND ESTABLISHMENT OF FIELD RULES TO)
GOVERN OPERATIONS IN THE WATTENBERG) DOCKET NO. *To be assigned*
FIELD, WELD COUNTY, COLORADO)

AFFIDAVIT OF MAILING

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


Jessica Rauh, of lawful age, and being first duly sworn upon her oath, states and declares that she caused a copy of the Application (for the spacing of and to pool all interests in Township 7 North, Range 62 West, 6th P.M., Section 9) in the above-captioned matter to be deposited in the United States Mail, postage prepaid, addressed to the interested parties on the attached Exhibit A on this 20th day of September 2012.



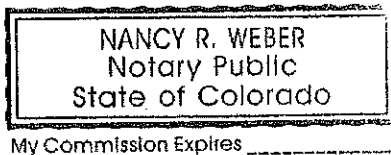
Jessica Rauh

Subscribed and sworn to before me on the 20th day of September, 2012.

Witness my hand and official seal.



Notary Public



My commission expires: 1/15/2013

EXHIBIT A

Bill Barrett Corporation
Attn: Colleen Kennedy
1099 18th Street, Suite 2300
Denver, CO 80202

Robert A. Willis
Burleson LLP
1700 Lincoln St., Suite 1300
Denver, CO 80290

Kim Kaal
Energy Liaison
Colorado Division of Wildlife
711 Independent Avenue
Grand Junction, CO 81505

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Colorado Department of Public Health and
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Denver, CO 80209

Blackland Petroleum, LLC
17190 E. Dorado Place
Centennial, CO 80015

Continental Resources
P.O. Box 1032
302 N. Independence
Enid, OK 73702

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

IN THE MATTER OF THE APPLICATION OF BILL)	CAUSE NO. 407
BARRETT CORPORATION FOR AN ORDER)	
ESTABLISHING AN APPROXIMATE 640-ACARE)	DOCKET NO. 1211-UP-264
DRILLING AND SPACING UNIT FOR SECTION 9,)	
TOWNSHIP 7 NORTH, RANGE 62 WEST, 6 TH P.M., FOR)	
NIOBRARA FORMATION, AND POOLING ALL)	
INTERESTS WITHIN THE UNIT, THE DEVELOPMENT)	
AND OPERATION OF THE NIOBRARA FORMATION,)	
WATTENBERG FIELD, WELD COUNTY, COLORADO)	

SUPPLEMENTAL LIST OF INTERESTED PARTIES

Bill Barrett Corporation ("BBC" or "Applicant"), by and through its attorneys, Burleson LLP, respectfully submits this Supplemental List of Interested Parties (attached hereto and marked Exhibit C) to the Oil and Gas Conservation Commission of the State of Colorado.

DATED this 28th day of November, 2012.

Respectfully submitted,

BILL BARRETT CORPORATION

By: 

Robert A. Willis
Burleson LLP
Attorneys for BBC

EXHIBIT C

SUPPLEMENTAL LIST OF INTERESTED PARTIES

The names and addresses of the additional interested parties (persons who own any interest in the mineral estate of the tracts to be pooled, except owners of overriding royalty interest) related to the pending Application in this matter and according to the information and belief of the Applicant are set forth in this Exhibit C.

Bill Barrett Corporation
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Englewood, CO 80110

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Drucilla Ann Doheny Hamilton
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Patrick A. Doheny, Jr.
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William Henry Doheny
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Dorothy Gifford Platenberg
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Lila Anna Neitfeld as PR of the estate of
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Greeley, CO 80631

Katherina Bruesselbach Means
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Yorba Linda, CA 92686

James K. Ullmann & Sherry L. Ullmann
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Johnstown, CO 80534

Patricia A. Trusdell
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Evans, CO 80620

Norma R. Carter f/k/a Norman R. Ullmann and
Norma R. Cass
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Greeley, CO 80634

Kristen L. Johnson
Address unknown

Todd R. Ullmann
Address unknown

Danielle Ullmann
Address unknown

Linda Santora
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Greeley, CO 80634