

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

IN THE MATTER OF THE APPLICATION OF)	
BILL BARRETT CORP. FOR AN ORDER)	CAUSE NO. 407
POOLING ALL INTERESTS IN THE 640-ACRE)	
DRILLING AND SPACING UNIT ESTABLISHED)	DOCKET NO. <i>To be assigned</i>
FOR SECTION 21, TOWNSHIP 6 NORTH,)	
RANGE 61 WEST, 6 TH P.M., FOR THE)	
DEVELOPMENT/OPERATION OF THE)	
NIOBRARA FORMATION, WATTENBERG)	
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 pool all interests in an approximate 640-acre drilling and spacing unit established for Section 21, Township 6 North, Range 61 West, 6th P.M., 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 6 North, Range 61 West, 6th P.M.
Section 21: 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.

3. On or about February 22, 2011, the Commission entered Order No. 535-4, which, among other things, established 640-acre drilling and spacing units for certain lands, including the Application Lands, and approved one horizontal well for each unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation, with the surface location for each horizontal well to be located anywhere upon the drilling and spacing unit with the initial perforation and the ultimate bottomhole location being no closer than 600 feet from the boundaries of the unit, without exception being granted by the Director.

4. 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 Greasewood #11-21H Well, API #05-123-34802), for the development and operation of the Niobrara Formation.

5. 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.

6. 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.

7. That the names and addresses of the interested parties (persons who own any interest in the mineral estate of the tracts to be pooled, except owners of overriding royalty interest) 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. Pooling all interests in the Application Lands, for the development and operation of the Niobrara Formation.

B. 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.

C. 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.

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

DATED this 2nd day of November, 2012.

Respectfully submitted,

BILL BARRETT CORPORATION

By: 

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

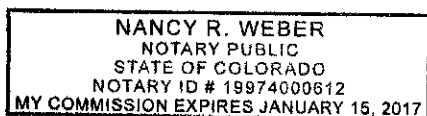
BILL BARRETT CORPORATION

Colleen Kennedy

Witness my hand and official seal.

My commission expires: 1-15-2017


Notary Public



Application Lands -  Sec. 21, T6N, R61W
Weld County

Exhibit A

Application Map


13	18	17	16	15	14	13	18	17
24	19	20	<div>  </div>	22	23	24	19	20
25	30	29	<div> <p>T6N</p> <p>R61W</p> </div>	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	<div> <p>T5N</p> <p>R61W</p> </div>	15	14	13	18	17

EXHIBIT B

INTERESTED PARTIES

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

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