

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 24, TOWNSHIP 6 NORTH,)	
RANGE 62 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 24, Township 6 North, Range 62 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 62 West, 6th P.M.
Section 24: 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 plans to drill and complete the Dutch Lake #16-24H Well, API #05-123-33411), 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.

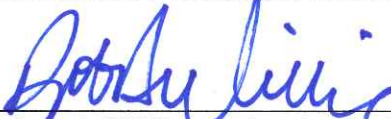
C. Providing that the interests of any owners, with whom the Applicant has been unable to secure a lease or other agreement to participate in the drilling of the authorized well, are pooled by operation of statute, pursuant to §34-60-116(7), C.R.S., and made subject to the cost recovery provisions thereof.

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: 

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

Subscribed and sworn to before me this 2nd day of November, 2012, by Colleen Kennedy, Senior Landman for Bill Barrett Corporation.

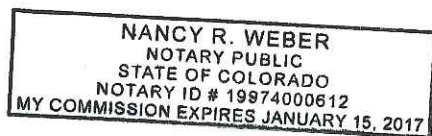
Witness my hand and official seal.

My commission expires: 1-15-2017

2017 _____
Pamela Miller

 Notary Public

Notary Public



Application Lands - 

Sec. 24, T6N, R62W
Weld County

Exhibit A
Application Map


13	18	17	16	15	14	13	18	17
24	19	20	21	22	23	<div>Dutch Lake #16-24H </div>	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 (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.

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

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

Mable Jensen, a/k/a Mable Jansen
Weld County, Colorado

Charlotte L. Glogau
Weld County, Colorado

Reina Kramer
10106 Bluffmont Lane
Lonetree, CO 80124

Margaret K. Kramer
Jackson County, Missouri

William O. Kramer
Jackson County, Missouri

Cleo McIlvaine
Riverside, CA

Gus M. Kramer
Jackson County, Missouri

Denver Basin Oil & Gas, LLC
P.O. Box 18288
Denver, CO 80218

Doris H. Lea
1394 W. Minnehaha Pkwy
Minneapolis, MN 55419

Emilie Schall
17701 E. 17th Terr. Ct. S #100
Independence, MO 64056

James R. Adkins
808 S. Turner Ave.
Independence, MO 64056

Rodney Willis Bolin
6028 Routt Ct.
Arvada, CO 80004

James Siefken & Patricia Siefken
4920 McMurray, Unit A
Ft. Collins, CO 80550

George G. Vaught, Jr.
P.O. Box 13557
Denver, CO 80201

Paul L. McCulliss
P.O. Box 3248
Littleton, CO 80161

Steven G. Shaddock
925 St. Andrews Lane
Louisville, CO 80027

Freeman Investments
3415 S. Clayton Blvd.
Englewood, CO 80110

Robert E. Zimmerman, JR.
P.O. Box 570174
Houston, TX 77257

Arwin M. Bolin
2570 W. Fir Avenue
Fresno, CA 93711

Elgetta Hummel
530 Rustic Rd.
Belvue, CO 80512

Rebekah Van Valkenburgh
31 Wayne St.
Coxsackie, NY 12051

Osprey Resources, Inc.
P.O. Box 56449
Houston, TX 77256-6449

C. Bruce Spangler
5749 Snowberry Lane
Littleton, CO 80123

Nancy Brown
1500 NW Primrose Lane
Blue Spring, MO 64015

Nadyne Myers
1820 Luthy NE
Albuquerque, NM 87112

Marquelyn Raposa
4608 Whispering Oaks Dr.
North Port, FL 34287