

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 POOLING	)	CAUSE NOS. 407 & 535
ALL INTERESTS IN THE 640-ACRE DRILLING AND	)	
SPACING UNITS ESTABLISHED FOR SECTION 23,	)	DOCKET NO. <i>To be assigned</i>
TOWNSHIP 6 NORTH, RANGE 62 WEST, 6 <sup>TH</sup> P.M.,	)	
FOR THE DEVELOPMENT/OPERATION OF THE	)	
CODELL AND NIOBRARA FORMATIONS,	)	
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: (1) pool all interests in an approximate 640-acre drilling and spacing unit established for Section 23, Township 6 North, Range 62 West, 6<sup>th</sup> P.M., for the development and operation of the Niobrara Formation, and (2) pool all interests in an approximate 640-acre drilling and spacing to be established for said Section 23, for the development and operation of the Codell 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, 6<sup>th</sup> P.M.  
Section 23: 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.

*Pooling of all interests for development/operation of the Niobrara Formation*

3. On or about February 22, 2011, the Commission entered Order No. 535-4 (subject to pending corrections) 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.

4. On or about March 25, 2013, the Commission entered Order Nos. 407-766 and 535-297 which, among other things, authorized the drilling of up an additional seven (7) horizontal wells, for a total of up to eight (8) horizontal wells, within the approximate 640-acre drilling and spacing unit established for the Application Lands, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

5. 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 the Pappenheim #6-62-23-64H Well) for the initial permitted horizontal Niobrara Formation well drilled under Order No. 535-4 and any subsequent horizontal Niobrara Formation wells drilled under Order Nos. 407-766 and 535-297, for the development and operation of the Niobrara Formation.

6. 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 the initial permitted horizontal Niobrara well on the Application Lands, whichever is earlier.

*Pooling of all interests for development/operation of the Codell Formation*

7. On April 27, 1998, the Commission adopted Rule 318A. which, among other things, allowed certain drilling locations to be utilized to drill or twin a well, deepen a well or recomplete a well and to commingle any or all Cretaceous Age Formations from the base of the Dakota Formation to the surface. Rule 318A. supersedes all prior Commission drilling and spacing orders affecting well location and density requirements of Greater Wattenberg Area wells. On December 5, 2005, Rule 318A. was amended, among other things, to allow interior infill and boundary wells to be drilled and wellbore spacing units to be established. On August 8, 2011, Rule 318A. was again amended, among other things, to address drilling of horizontal wells. The Application Lands are subject to this rule for the Codell Formation.

8. On or about April 18, 2013, BBC filed a verified amended application, under Docket No. 1305-SP-78, requesting an order establishing an approximate 640-acre drilling and spacing unit, and authorizing the drilling of up four (4) horizontal wells within the proposed unit, for the Application Lands, for the production of oil, gas and associated hydrocarbons from the Codell Formation.

9. 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 for the initial permitted horizontal Codell Formation well and any subsequent horizontal Codell Formation wells authorized by the Commission (pursuant to the relief requested in the amended application filed in Docket No. 1305-SP-78), for the development and operation of the Codell Formation.

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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 (persons who own any interest in the mineral estate of the tracts to be pooled, except owners of overriding royalty interest) are attached hereto under 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 initial permitted horizontal Niobrara Formation well drilled under Order No. 535-4 and any subsequent horizontal Niobrara Formation wells drilled under Order Nos. 407-766 and 535-297, for the development and operation of the Niobrara Formation, with the pooling order 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.

B. Pooling all interests in the Application Lands, for the initial permitted horizontal Codell Formation well and any subsequent horizontal Codell Formation wells authorized by the Commission (pursuant to the relief requested in the amended application filed in Docket No. 1305-SP-78), for the development and operation of the Codell Formation, with the pooling order 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 Codell 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 17 day of April, 2013.

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:

Hal Writer, Senior Landman  
Bill Barrett Corporation  
1099 18<sup>th</sup> Street, Suite 2300  
Denver, CO 80202

## VERIFICATION

STATE OF COLORADO

)

) SS.

CITY &amp; COUNTY OF DENVER

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Hal Writer, Senior Landman for Bill Barrett Corporation, upon oath deposes and says that he has read the foregoing Application and that the statements contained therein are true to the best of his knowledge, information and belief.

BILL BARRETT CORPORATION

9/2/20

Hal Writer

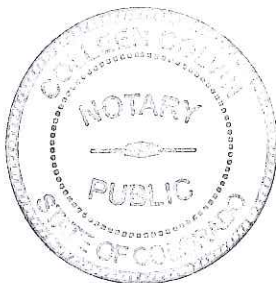
Subscribed and sworn to before me this 17 day of April, 2013, by Hal Writer, Senior Landman for Bill Barrett Corporation.

Witness my hand and official seal.

My commission expires: October 7, 2015

Colleen Colvin

Notary Public

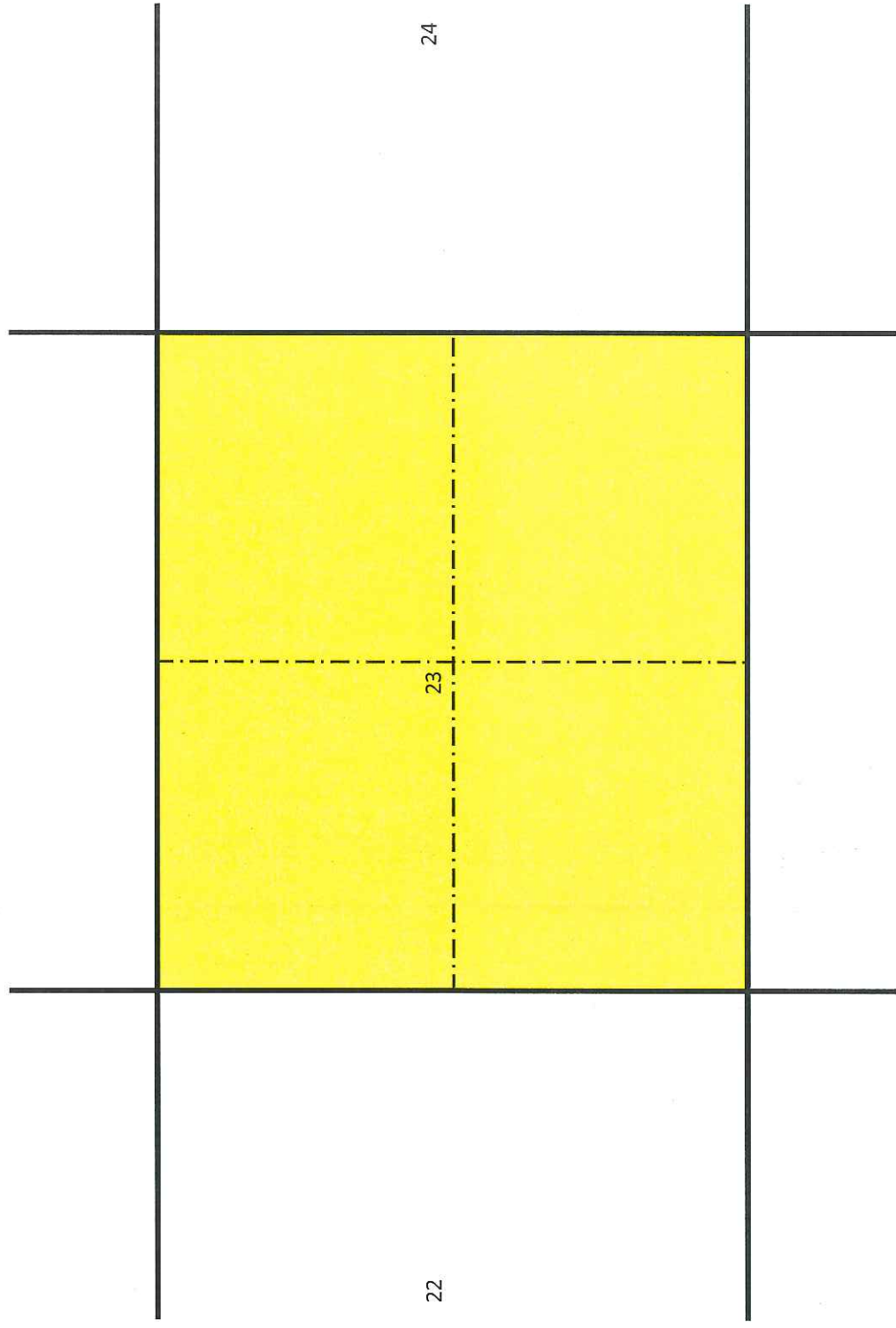


**Exhibit A**  
Application Map

Sec. 23, T6N, R62W  
Weld County



Application lands -



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23

24

## 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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