

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

IN THE MATTER OF AN APPLICATION BY BILL BARRETT)	
CORPORATION FOR AN ORDER VACATING 640-ACRE)	CAUSE NOS. 407 & 535
DRILLING AND SPACING UNITS ESTABLISHED FOR)	
SECTIONS 25 & 26, TOWNSHIP 5 NORTH, RANGE 62)	DOCKET NO. <i>To be assigned</i>
WEST, 6 TH P.M., AND ESTABLISHING 1,280-ACRE)	
DRILLING AND SPACING UNITS FOR SAID SECTIONS 25)	
& 26, FOR HORIZONTAL WELL DEVELOPMENT OF THE)	
CODELL AND NIOBRARA FORMATIONS, WATTENBERG)	
FIELD, WELD COUNTY, COLORADO)	

APPLICATION

Bill Barrett Corporation ("BBC" or "Applicant"), by and through its attorneys, Beatty & Wozniak, P.C., respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order: **(1)** maintaining the approximate 640-acre drilling and spacing units established for Sections 25 and 26, Township 5 North, Range 62 West, 6th P.M., for existing oil, gas and associated hydrocarbons produced from the Niobrara Formation; **(2)** establishing an approximate 1,280-acre drilling and spacing unit for said Sections 25 and 26, and authorizing the drilling of up to sixteen (16) horizontal wells within the proposed unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation; and **(3)** establishing an approximate 1,280-acre drilling and spacing unit for said Sections 25 and 26, and authorizing the drilling of up to four (4) horizontal wells within the proposed unit, for the production of oil, gas and associated hydrocarbons from 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 majority leasehold interests in the below-listed lands:

Township 5 North, Range 62 West, 6th P.M.
Section 25: All
Section 26: 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 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 certain aspects of this Rule for the Niobrara and Codell Formations.

Maintaining the 640-acre Drilling Units Established for Sections 25 & 26, Township 5 North, Range 62 West, 6th P.M., for the Niobrara Formation

4. On or about February 22, 2011, the Commission entered Order Nos. 407-779 and 535-4 (corrected on April 4, 2013) 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.

5. BBC presently operates the Anschutz Lake #5-62-25-0108XBH Well (API #05-123-38677) (which reportedly came on production February 4, 2014) under Order No. 535-4 within Section 25, Township 5 North, Range 62 West, 6th P.M., with production from the Niobrara Formation. This Application is not seeking to modify production payments from this well or include production from this well into the approximate 1,280-acre drilling and spacing unit proposed herein for the Application Lands.

6. BBC presently operates the Anschutz Windmill #7-26H Well (API #05-123-34227) (which was spud on July 18, 2013) under Order No. 535-4 within Section 26, Township 5 North, Range 62 West, 6th P.M., with production from the Niobrara Formation. This Application is not seeking to modify production payments from this well or include production from this well into the approximate 1,280-acre drilling and spacing unit proposed herein for the Application Lands.

7. This Application is not seeking to modify production payments from these wells or include production from these wells into the approximate 1,280-acre drilling and spacing unit proposed herein for the Application Lands and, as such, the approximate 640-acre drilling and spacing units established for Sections 25 and 26, Township 5 North, Range 62 West, 6th P.M., should be maintained.

Establishment of a 1,280-acre Drilling Unit for Horizontal Well Development of the Niobrara Formation

8. Applicant requests the Commission establish the Application Lands as an approximate 1,280-acre drilling and spacing unit for the Niobrara Formation pursuant to Rule 503.b.(1) and §34-60-116(2), C.R.S. For the Application Lands, the proposed drilling unit is not smaller than the maximum area that can be economically and efficiently drained by the horizontal wells proposed to be drilled under this Application and completed in the Niobrara Formation.

9. Applicant requests it be authorized to drill and complete sixteen (16) horizontal wells in the approximate 1,280-acre drilling and spacing unit for the Application Lands, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation, as necessary to economically and efficiently recover resources, while minimizing surface impacts, creating efficiencies for drilling and production, increasing the ultimate recovery of the reserves, preventing waste, and protecting correlative rights.

10. Applicant states that, for any permitted wells to be drilled under this Application, the treated intervals of the wellbore should be not less than 460 feet from the unit boundaries with an inter-well setback of not less than 150 feet from the treated interval of a well producing from the Niobrara Formation, without exception being granted by the Director.

Establishment of a 1,280-acre Drilling Unit for Horizontal Well Development of the Codell Formation

11. Applicant requests the Commission establish the Application Lands as an approximate 1,280-acre drilling and spacing unit for the Codell Formation pursuant to Rule 503.b.(1) and §34-60-116(2), C.R.S. For the Application Lands, the proposed drilling unit is not smaller than the

maximum area that can be economically and efficiently drained by the horizontal wells proposed to be drilled under this Application and completed in the Codell Formation.

12. Applicant requests it be authorized to drill and complete four (4) horizontal wells in the approximate 1,280-acre drilling and spacing unit for the Application Lands, for the production of oil, gas and associated hydrocarbons from the Codell Formation, as necessary to economically and efficiently recover resources, while minimizing surface impacts, creating efficiencies for drilling and production, increasing the ultimate recovery of the reserves, preventing waste, and protecting correlative rights.

13. Applicant states that, for any permitted wells to be drilled under this Application, the treated intervals of the wellbore should be not less than 460 feet from the unit boundaries with an inter-well setback of not less than 150 feet from the treated interval of a well producing from the Codell Formation, without exception being granted by the Director.

* * *

14. Applicant states that any horizontal wells to be drilled under this Application will be drilled from no more than five (5) multi-well pads on the surface of the drilling unit, or on adjacent lands with consent of the landowner, without exception being granted by the Director.

15. 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.

16. Applicant requests that relief granted under this Application should be effective on oral order by the Commission, and Applicant hereby agrees to being bound by said oral order.

17. That the names and addresses of the interested parties (owners within the proposed drilling unit) according to the information and belief of the Applicant are set forth in Exhibit B attached hereto. 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. Maintaining the approximate 640-acre drilling and spacing units established for Sections 25 and 26, Township 5 North, Range 62 West, 6th P.M., for existing oil, gas and associated hydrocarbons produced from the Niobrara Formation.

B. Establishing an approximate 1,280-acre drilling and spacing unit for Sections 25 and 26, Township 5 North, Range 62 West, 6th P.M., and authorizing the drilling of up to sixteen (16) horizontal wells within the proposed unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation, with the treated intervals of the wellbore of any permitted wells to be located not less than 460 feet from the outer boundary of the proposed unit and not less than 150 feet from the treated interval of any well being drilled or producing from the Niobrara Formation, without exception being granted by the Director.

C. Establishing an approximate 1,280-acre drilling and spacing unit for Sections 25 and 26, Township 5 North, Range 62 West, 6th P.M., and authorizing the drilling of up to four (4) horizontal wells within the proposed unit, for the production of oil, gas and associated hydrocarbons from the Codell Formation, with the treated intervals of the wellbore of any permitted wells to be located not less than 460 feet from the outer boundary of the proposed unit and not less than 150 feet from the treated interval of

any well being drilled or producing from the Codell Formation, without exception being granted by the Director.

D. Requiring that any permitted wells to be drilled under this Application should be drilled from no more than five (5) multi-well pads on the surface of the drilling unit, or on adjacent lands with consent of the landowner, without exception being granted by the Director.

E. Providing that relief granted under this Application be effective on oral order by the Commission, relying on the Applicant's desire to be bound by said oral order.

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

DATED this 17th day of April, 2014.

Respectfully submitted,

BILL BARRETT CORPORATION

By: 

Robert A. Willis (Colorado Bar No. 26308)
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(303) 407-4499

Kenneth A. Wonstolen
Senior Vice-President & General Counsel
Bill Barrett Corporation

Applicant's Address:
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Will Vaughan, Landman
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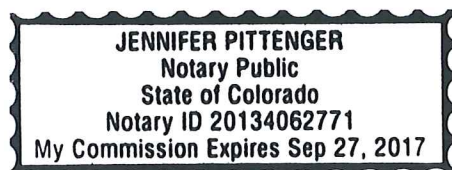
STATE OF COLORADO)
) ss.
CITY & COUNTY OF DENVER)

BILL BARRETT CORPORATION


Will Vaughan

Witness my hand and official seal.

My commission expires: 9-27-2017




Notary Public

Application Lands - 

Sec. 25 & 26, T5N, R62W
Weld County

Exhibit A
Application Map

13	18	17	16	15	14	13	18	17
24	19	20	T5N 21	T5N R62W 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 (owners within Sections 25 and 26, Township 5 North, Range 62 West, 6th P.M.) 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
Beatty & Wozniak, P.C.
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State of Colorado acting through the
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Denver, Colorado 80203-0000

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Tom Schreiner, Energy Liaison
Colorado Parks and Wildlife
Northeast Region Office
6060 Broadway
Denver, CO 80216

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

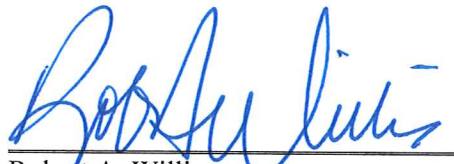
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& 26, FOR HORIZONTAL WELL DEVELOPMENT OF THE)
CODELL AND NIOBRARA FORMATIONS, WATTENBERG)
FIELD, WELD COUNTY, COLORADO)

AFFIDAVIT OF MAILING

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

Robert A. Willis, of lawful age, and being first duly sworn upon his oath, states and declares:


That he is an attorney for Bill Barrett Corporation, that on or before April 24, 2014, 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 B to the Application.


Robert A. Willis

Subscribed and sworn to before me April 17, 2014.

Witness my hand and official seal.




Notary Public