

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

IN THE MATTER OF AN APPLICATION BY BILL BARRETT)
CORPORATION FOR AN ORDER POOLING ALL) CAUSE NO. ____
INTERESTS IN THE 320-ACRE HORIZONTAL WELLBORE)
SPACING UNIT ESTABLISHED FOR THE S½N½, N½S½ OF) DOCKET NO. *To be assigned*
SECTION 3, TOWNSHIP 4 NORTH, RANGE 63 WEST, 6TH)
P.M., FOR THE DEVELOPMENT/OPERATION OF THE)
CODELL FORMATION, AND SUBJECTING ALL)
NONCONSENTING INTERESTS TO COST RECOVERY FOR)
ADDITIONAL WELLS DRILLED IN THE 320-ACRE)
POOLED HORIZONTAL WELLBORE SPACING UNIT)
ESTABLISHED FOR THE S½N½, N½S½ OF SAID SECTION)
3, 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, 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) pooling all interests in the approximate 320-acre horizontal wellbore spacing unit established for a portion of Section 3, Township 4 North, Range 63 West, 6th P.M., for the development and operation of the Codell Formation; and (2) subjecting all nonconsenting interests to cost recovery for additional permitted wells, located in the approximate 320-acre pooled horizontal wellbore spacing unit established for a portion of said Section 3, for 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 majority leasehold interests in the below-listed lands:

Township 4 North, Range 63 West, 6th P.M.
Section 3: S½N½, N½S½

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 of the Cretaceous Age Formations from the base of the Dakota Formation to the surface. On December 5, 2005, Rule 318A. was amended 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 to, among other things, address drilling of horizontal wells. The Application Lands are subject to Rule 318A. for the Codell and Niobrara Formations.

*Pooling all interests in the 320-acre horizontal wellbore spacing unit for the
development/operation of the Codell Formation*

4. Pursuant to Rule 318A., Applicant designated an approximate 320-acre horizontal wellbore spacing unit, comprised of the Application Lands, for the 70 Ranch 4-63-03-3225CDH well (API No. 05-123-37931) for production of oil, gas and associated hydrocarbons from the Codell Formation.

Applicant notified all owners in the proposed wellbore spacing unit pursuant to Rule 318A.e.(6). Applicant did not receive objections to the establishment of the proposed horizontal wellbore spacing unit within the 30-day response period and, as such, certifies to the Commission that it did not receive any objections to either the proposed well location or proposed spacing unit.

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, including, but not limited to, interests of any nonconsenting owners, in the Application Lands wherein BBC has drilled and completed the 70 Ranch 4-63-03-3225CDH well, for development and operation of the Codell Formation.

6. Further, Applicant requests 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 70 Ranch 4-63-03-3225CDH well, are made subject to the cost recovery provisions of §34-60-116(7), C.R.S.

Subjecting all nonconsenting interests to cost recovery for additional permitted wells in the 320-acre horizontal wellbore spacing unit, pooled for development/operation of the Niobrara Formation

7. On September 16, 2013, the Commission entered Order No. 407-867 which, among other things, pooled all interests in the approximate 320-acre horizontal wellbore spacing unit established for the Application Lands, for development and operation of the Niobrara Formation. Order No. 407-867 subjected all nonconsenting interests to the cost recovery provisions of §34-60-116(7), C.R.S. for the 70 Ranch 4-63-3-32H well (API No. 05-123-35734) and the 70 Ranch 4-63-3-33H well (API No. 05-123-35732). Further, Order No. 407-867 directed any party seeking cost recovery for any subsequent well(s), to first comply with subsection (d) of §34-60-116(7), C.R.S.

8. Acting pursuant to the relevant provisions of §34-60-116(7), C.R.S., and Rule 530., Applicant requests 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 70 Ranch 4-63-03-3340CH well (API No. 05-123-37930) and the 70 Ranch 4-63-03-3225CH well (API No. 05-123-37921) (the "Additional Wells"), are made subject to the cost recovery provisions thereof.

* * *

9. 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.

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

11. That the names and addresses of the interested parties 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. Pooling all interests in the approximate 320-acre horizontal wellbore spacing unit established for the Application Lands for the development and operation of the Codell Formation, with the pooling order made effective as of the date of this Application.

B. 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 70 Ranch 4-63-03-3225CDH well, are made subject to the cost recovery provisions of §34-60-116(7), C.R.S.

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 Additional Wells, located in the 320-acre horizontal wellbore spacing unit pooled for development and operation of the Niobrara Formation, are made subject to the cost recovery provisions of §34-60-116(7), C.R.S.

D. 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. 26038)

Jillian Fulcher (Colorado Bar No. 45010)

Beatty & Wozniak, P.C.

Attorneys for Applicant

216 16th Street, Suite 1100

Denver, Colorado 80202

(303) 407-4499

rwillis@bwenerylaw.com

jfulcher@bwenerylaw.com

Kenneth A. Wonstolen

Senior Vice-President & General Counsel

Bill Barrett Corporation

Applicant's Address:

Bill Barrett Corporation

Wes DiGrappa, Landman

1099 18th Street, Suite 2300

Denver, CO 80202

VERIFICATION

STATE OF COLORADO

)

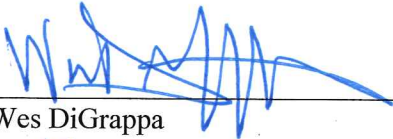
) ss.

CITY & COUNTY OF DENVER

)

Wes DiGrappa, 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

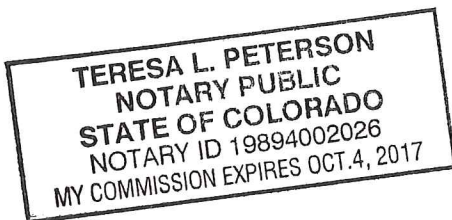


Wes DiGrappa

Subscribed and sworn to before me this 12 day of April, 2014, by Wes DiGrappa, Landman for Bill Barrett Corporation.

Witness my hand and official seal.

My commission expires: 10-04-17





Notary Public

T4N, R63W
Weld County

Exhibit A
Application Map



Application lands -

32	33	34	35	36
5	4	3	2	1
8	9	10	11	12
17	16	T4N, R63W	14	13

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
1099 18th Street, Suite 2300
Denver, CO 80202

Beatty & Wozniak, P.C.
216 16th Street, Suite 1100
Denver, Colorado 80202

Kerr-McGee Oil & Gas Onshore, LP
1099 18th Street, Suite 1800
Denver, CO 80202

Anadarko Land Corp.
1099 18th Street, Suite 1800
Denver, CO 80202

Samuel T. Alcus, III
965 Harding Drive
New Orleans, LA 70119

Anadarko E&P Company, LP
1099 18th Street, Suite 1800
Denver, CO 80202

JED Wattenberg One, LLC
4060 South Holly Street
Englewood, CO 80111

70 Ranch, LLC
5460 South Quebec Street, Suite 110
Greenwood Village, CO 80111

Star Mesa Energy, LLC
1800 Glenarm Pl. Ste 702
Denver, CO 80202

Betty Bennett
19664 Tangelo Drive
Riverside, CA 92508

George M. Harris
979 Harding Drive
New Orleans, LA 70117

Ermajean Bergendahl, deceased
Apparent Heir:
Susan E. Croissant
129 Park Avenue
Eaton, CO 80615

Holmes Eastern Company, LLC
5601 Truxtun Avenue, Suite 210
Bakersfield, CA 93309

Arlene Carlile
718 Park Street
Sterling, CO 80751-3780

Prize Energy Resources, Inc.
1700 Lincoln Street, Suite 1800
Denver, CO 80203

Joyce Cherry
3164 South Raleigh
Denver, CO 80236

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

Alvina Croissant
17594 Road 41
Sterling, CO 80751

Clarence Croissant
17594 Road 41
Sterling, CO 80751

Edwin Croissant
38887 Road 74
Dinuba, CA 93618

Gerald Croissant
1323 East Bennett Avenue
Glendora, CA 91740

Harold J. Croissant
1311 Northcrest Drive
Highlands Ranch, CO 80126

Leona Croissant
704 Collingswood Drive
Fort Collins, CO 80524

Eldon T. Glenn
2158 MC 6064
Flippin, AZ 72634

Lucille Harms
2150 West Rue St. Michel
Fresno, CA 93711

Marvin Hooge
260 Cenizo Circle
Rio Grande City, TX 78582

Sharon Koop
4663 North 2nd
Fresno, CA 93726

Dorothy Merritt
P.O. Box 191
Springfield, MO 65801

James Britt Phillips
120 Lafayette Street
Denver, CO 80218

Florence Reck
2111 19th Avenue
Greeley, CO 80631

Linda M. Sly
2258 Cedar Lake Drive
Loganville, GA 30052

Maxine Tyrrell
1357 43rd Avenue, #57
Greeley, CO 80631

Charlene Woods
2620 East Cameron Avenue
West Covina, CA 91791

70 Ranch, LLC
5460 South Quebec Street, Suite 110
Greenwood Village, CO 80111

Marc Lawrence Allard
5516 East County Road 66
Wellington, CO 80540

Coy R. Glenn
149 South 5th Street
LaSalle, CO 80645

Virginia Goetz
877 Hummingbird
San Jose, CA 95125

Delbert Hooge
720 East Kearney
Springfield, MO 65803

Sally Ann Hooks
120 Lafayette Street
Denver, CO 80218

Lorene Luttrull
Box 158
Blooming Grove, TX 76626

MPT Trust
P.O. Box 1732
Idaho Springs, CO 80452

Edward Merkle Phillips
120 Lafayette Street
Denver, CO 80218

Kevin W. Schmidt, as Personal Representative of the
Estate of Irene Schmidt, deceased
16924 Weld County Road 42
LaSalle, CO 80645

The Prospect Company
P.O. Box 1100
Edmond, OK 73083

Shirley J. Unrein and Nancy E. Coakley, as joint tenants
1142 Westview Drive
Sterling, CO 80751

Karen R. Woods and Donald D. Ziegler, as joint tenants
1050 48th Avenue
Greeley, CO 80634

Lewis Lee Allard
P.O. Box 3
Walden, CO 80480

Rodney Croissant
27 Alles Drive
Greeley, CO 80631

Sally Ann Hooks
120 Lafayette Street
Denver, CO 80218

James Britt Phillips
120 Lafayette Street
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BEFORE THE OIL & GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

IN THE MATTER OF AN APPLICATION BY BILL BARRETT)
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NONCONSENTING INTERESTS TO COST RECOVERY FOR)
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3, FOR THE DEVELOPMENT/OPERATION OF THE)
NIOBRARA FORMATION, WATTENBERG FIELD, WELD)
COUNTY, COLORADO)

AFFIDAVIT OF MAILING

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

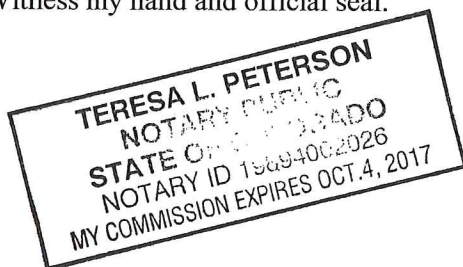
Jennifer Pittenger, of lawful age, and being first duly sworn upon her oath, states and declares:

That she is a Legal Assistant at Beatty & Wozniak, P.C., attorneys for Bill Barrett Corporation, and on or before April 24, 2014, 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.


Jennifer Pittenger

Subscribed and sworn to before me this 17th day of April, 2014.

Witness my hand and official seal.




Teresa L. Peterson
Notary Public

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

IN THE MATTER OF AN APPLICATION BY BILL)
BARRETT CORPORATION FOR AN ORDER) CAUSE NO. ____
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THE S½N½, N½S½ OF SAID SECTION 3, FOR THE)
DEVELOPMENT/OPERATION OF THE NIOBRARA)
FORMATION, WATTENBERG FIELD, WELD)
COUNTY, COLORADO)

SUPPLEMENTAL AFFIDAVIT OF MAILING

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

Jillian Fulcher, of lawful age, and being first duly sworn upon her oath, states and declares:

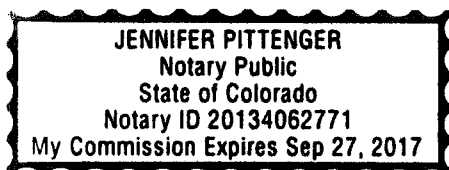
That she is the attorney for Bill Barrett Corporation, and that on or before April 25, 2014 she caused a copy of the above-captioned Application to be deposited in the United States Mail, postage prepaid, addressed to the party listed below:

Bonanza Creek Energy Operating Company, LLC
410 17th Street, Ste. 1400
Denver, CO 80202


Jillian Fulcher

Subscribed and sworn to before me April 25, 2014.

Witness my hand and official seal.




Notary Public

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

IN THE MATTER OF AN APPLICATION BY BILL)
BARRETT CORPORATION FOR AN ORDER) CAUSE NO. ____
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WEST, 6TH P.M., FOR THE)
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FORMATION, AND SUBJECTING ALL)
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RECOVERY FOR ADDITIONAL WELLS DRILLED)
IN THE 320-ACRE POOLED HORIZONTAL)
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THE S½N½, N½S½ OF SAID SECTION 3, FOR THE)
DEVELOPMENT/OPERATION OF THE NIOBRARA)
FORMATION, WATTENBERG FIELD, WELD)
COUNTY, COLORADO)

SECOND SUPPLEMENTAL AFFIDAVIT OF MAILING

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

Jillian Fulcher, of lawful age, and being first duly sworn upon her oath, states and declares:

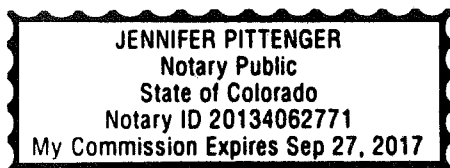
That she is the attorney for Bill Barrett Corporation, and that on or before April 30, 2014 she caused a copy of the above-captioned Application to be deposited in the United States Mail, postage prepaid, addressed to the additional parties listed below:


Christopher Verhulst
21 Richie Court
St. James, NY 11780


Jillian Fulcher

Subscribed and sworn to before me April 30, 2014.

Witness my hand and official seal.




Notary Public