

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 S½ OF SECTION) DOCKET NO. *To be assigned*
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 S½ OF SAID SECTION 3, FOR THE)
DEVELOPMENT/OPERATION OF THE NIOBRARA)
FORMATION, WATTENBERG FIELD, WELD COUNTY,)
COLORADO)

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 4-63-03-4856CDH 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 4-63-03-4856CDH 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. 407-866 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. 407-866 subjected all nonconsenting interests to the cost recovery provisions of §34-60-116(7), C.R.S. for the 70 Ranch 4-63-3-48H well (API No. 05-123-35735) and the 70 Ranch 4-63-3-49H well (API No. 05-123-35733). Further, Order No. 407-866 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 4-63-03-4841CH well (API No. 05-123-37993) and the 70 Ranch 4-63-03-4956CH well (API No. 05-123-37925) (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 4-63-03-4856CDH well, are made subject to the cost recovery provisions of §34-60-116(7), C.R.S.

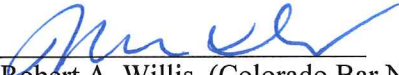
C. Providing that the interests of any owners with whom the Applicant has been unable to secure a lease or other agreement to participate in the drilling of the Additional Wells, located in the 320-acre horizontal wellbore spacing unit pooled for development and operation of the Niobrara Formation, are 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@bwenergylaw.com
jfulcher@bwenergylaw.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

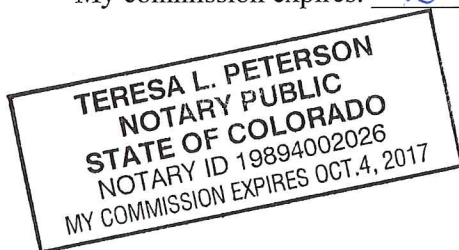


Wes DiGrappa

Subscribed and sworn to before me this 17th 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	15	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

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

Bayswater Exploration & Production, LLC
730 17th Street, Suite 610
Denver, CO 80202

Bayswater Blenheim Holdings II, LLC
300 Connell Drive
Berkley Heights, NJ 07922

David L. Freier
3507 Nova Road
Pine, CO 80470

Susan L. Freier
3507 Nova Road
Pine, CO 80470

Christopher Verhulst
6578 Ambrosia Drive, #5105
San Diego, CA 92124

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

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

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

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

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

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

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 S½ OF SECTION) DOCKET NO. *To be assigned*
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THE DEVELOPMENT/OPERATION OF THE CODELL)
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DEVELOPMENT/OPERATION OF THE NIOBRARA)
FORMATION, WATTENBERG FIELD, WELD COUNTY,)
COLORADO)

AFFIDAVIT OF MAILING

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

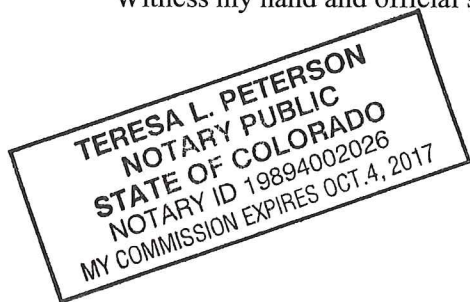
Jennifer Pittenger, of lawful age, and being first duly sworn upon her oath, states and declares:


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)
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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:

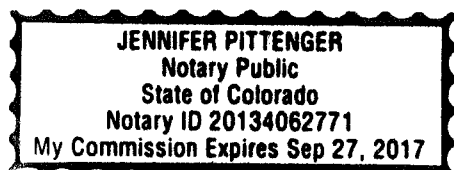
That she is the attorney for Bill Barrett Corporation, and that on or before April 25, 2014 she caused a copy of the above-captioned Application to be deposited in the United States Mail, postage prepaid, addressed to the party listed below:


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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FOR THE DEVELOPMENT/OPERATION OF THE)
CODELL FORMATION, AND SUBJECTING ALL)
NONCONSENTING INTERESTS TO COST)
RECOVERY FOR ADDITIONAL WELLS DRILLED)
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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:

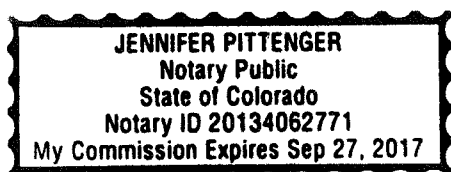
That she is the attorney for Bill Barrett Corporation, and that on or before April 30, 2014 she caused a copy of the above-captioned Application to be deposited in the United States Mail, postage prepaid, addressed to the additional parties listed below:


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