

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 POOLING ALL	)	CAUSE NO. 407
INTERESTS IN THE 1,280-ACRE DRILLING AND SPACING	)	
UNIT ESTABLISHED FOR SECTIONS 19 & 20, TOWNSHIP	)	DOCKET NO. <i>To be assigned</i>
5 NORTH, RANGE 61 WEST, 6 <sup>TH</sup> 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, 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 pooling all interests in the approximate 1,280-acre drilling and spacing unit established for Sections 19 and 20, Township 5 North, Range 61 West, 6<sup>th</sup> 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 majority leasehold interests in the below-listed lands:

<u>Township 5 North, Range 61 West, 6<sup>th</sup> P.M.</u>	
Section 19:	All
Section 20:	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 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, with the treated interval of the permitted wellbore to be located no closer than 460 feet from the boundaries of the unit.

4. On or about December 17, 2013, the Commission entered Order Nos. 407-898 which, among other things, approved an additional fifteen (15) horizontal wells, up to sixteen (16) horizontal wells, within the approximate 640-acre drilling and spacing unit established for Section 19, Township 5 North, Range 61 West, 6<sup>th</sup> P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

5. On or about December 17, 2013, the Commission entered Order Nos. 407-897 which, among other things, approved an additional fifteen (15) horizontal wells, up to sixteen (16) horizontal wells, within the approximate 640-acre drilling and spacing unit established for Section 20, Township 5 North, Range 61 West, 6<sup>th</sup> P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

6. On or about March 17, 2014, the Commission entered Order Nos. 407-947 which, among other things, vacated the approximate 640-acre drilling and spacing units previously established for the Application Lands under Order Nos. 407-779 and 535-4, for the production of oil, gas and

associated hydrocarbons from the Niobrara Formation, and established an approximate 1,280-acre drilling and spacing unit, and authorized the drilling of up to sixteen (16) horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

7. Bonanza Creek Energy Operating Co., LLC, has drilled and presently operates the West Riverside #20-1 Well (API #05-123-22285) on a leasehold basis within Section 20, Township 5 North, Range 61 West, 6<sup>th</sup> P.M., with production from the Niobrara-Fort Hays Formations. 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 established for the Application Lands.

8. 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 Niobrara Formation well drilled within the Application Lands and any subsequent horizontal Niobrara Formation wells authorized by the Commission, for the development and operation of the Niobrara Formation.

9. Applicant requests that the pooling order entered as a result of this Application be made effective as of the date of this Application.

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. 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 within the Application Lands and any subsequent horizontal Niobrara Formation wells authorized by the Commission, for the development and operation of the Niobrara 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 an authorized well proposed for the Niobrara Formation, are pooled by operation of statute, pursuant to §34-60-116(7), C.R.S., and made subject to the cost recovery provisions thereof.

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

DATED this 17<sup>th</sup> day of April, 2014.

Respectfully submitted,

BILL BARRETT CORPORATION

By: 

Robert A. Willis (Colorado Bar No. 26308)  
Beatty & Wozniak, P.C.  
Attorney for Applicant  
216 16th Street, Suite 1100  
Denver, Colorado 80202

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

Applicant's Address:

Bill Barrett Corporation  
Tom Abell, Landman II  
1099 18<sup>th</sup> Street, Suite 2300  
Denver, CO 80202

VERIFICATION

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

Tom Abell, Landman II 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

  
Tom Abell

Subscribed and sworn to before me this 17<sup>th</sup> day of April, 2014, by Tom Abell, Landman II for Bill Barrett Corporation.

Witness my hand and official seal.

My commission expires: 9-27-2017



  
Notary Public

BEFORE THE OIL & GAS CONSERVATION COMMISSION  
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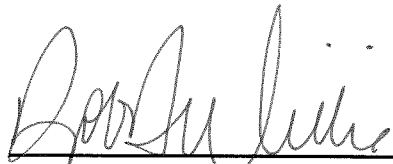
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COUNTY, COLORADO	)	

SUPPLEMENTAL AFFIDAVIT OF MAILING

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

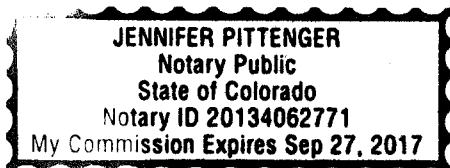
Robert A. Willis, of lawful age, and being first duly sworn upon his oath, states and declares:

That he is the attorney for Bill Barrett Corporation, and that on or before April 25, 2014 he caused a copy of the above-captioned Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A attached hereto.

  
\_\_\_\_\_  
Robert A. Willis

Subscribed and sworn to before me April 18, 2014.

Witness my hand and official seal.



  
\_\_\_\_\_  
Notary Public

## **EXHIBIT A**

Clifford M. Ford  
PO Box 1965,  
Harrison, AR 72606-1965

D. D. Shakarian Lease  
held by Richard Shakarian  
27 Spectrum Pointe Drive #312  
Lake Forest, CA 92630

Shannon V. Higgins  
5 Glade Ct.  
Little Rock, AR, 72223

Leslie Sykes and Rosalyn Culver, as Trustees of Oil  
and Gas Trust under the A. M. Culver Trust, dated  
November 18, 1970  
PO Box 81045  
San Diego, CA 92138

Yeoman Family Limited Partnership  
3030 Country Club Blvd  
Sugarland, TX 77478

Baylor College of Medicine  
1601 Elm, Suite 1700  
Dallas, TX 75201

San Marcos Baptist Academy  
1601 Elm, Suite 1700  
Dallas, TX 75201

Buckner Foundation  
1601 Elm, Suite 1700  
Dallas, TX 75201

Charles B. McPherson  
2018 Essex Lane  
Colorado Springs, CO 80909

Estate of Thomas A. Sappington  
Lease held by Rosemarie B. Sappington  
PO Box 326  
Libertytown, MD 21762

June M. Ford  
PO Box 1965  
Harrison, AR 72606-1965

Jerry C. Evans Lease  
held by Harvey G. Avers  
2210 East 4th Street  
Okmulgee, OK 74447

Leslie Sykes and Rosalyn Culver,  
as Trustees of the Rosalyn Culver Trust,  
dated September 10, 2009  
PO Box 81045  
San Diego, CA 92138

OMA, LLC  
3030 Country Club Blvd  
Sugarland, TX 77478

Baylor University  
1601 Elm, Suite 1700  
Dallas, TX 75201

Southwestern Baptist Theological Seminary  
1601 Elm, Suite 1700  
Dallas, TX 75201

Houston Baptist University  
1601 Elm, Suite 1700  
Dallas, TX 75201

Anschutz Family Investment Company, LLC  
555 17th Street, Suite 2400  
Denver, CO 80202

William Smith McPherson III  
a/k/a W. S. McPherson  
2350 Adobe Rd. Lot 194  
Bullhead City, AZ 86442

Margaret C. S. Ramsburg  
PO Box 326  
Libertytown, MD 21762

Craig L. Emmanuel  
PO Box 86  
Laramie, WY 82073

Jonathon G. Rapacki and  
Christine Rapacki, as Joint Tenants  
4830 West Evans Ave  
Denver, CO 80219

The J. Christopher Dykes Revocable Trust, dated  
October 10, 2012  
PO Box 260498  
Lakewood, CO 80226

Merilan K. Anderson  
809 5th Street  
Kersey, CO 80644

Ruth Ann Anderson Rivera  
7344 W. Maple Dr.  
Lakewood, CO 80226

The Estate of Ruth Johnson  
PO Box 1159  
Longmont, CO 80502

James M. Nelson  
31313 Sugarhill Ln  
Evergreen, CO 80439

Keith Michael Foster and  
Lisa Marie Foster, as Joint Tenants  
13824 W. Amherst Way  
Lakewood, CO 80228

The Robert P. Dykes Revocable Trust  
dated October 14, 2011  
PO Box 260498  
Lakewood, CO 80226

The Michael L. Dykes Revocable Trust  
dated October 10, 2012  
PO Box 260498  
Lakewood, CO 80226

Vicki C. Anderson Peter  
33741 WCR 57  
Gill, CO 80624

Linda Sue Anderson,  
a/k/a Linda S. Wilgar  
4216 Laurel Dr.  
Evans, CO 80620

Chrystelle L. Payne as Successor  
Trustee of the Lucille M. Stimac  
Revocable Trust dated 11/23/1999  
3649 Texas St.  
San Diego, CA 92104

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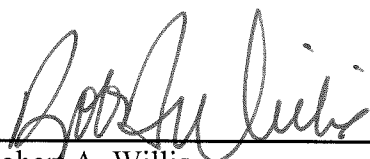
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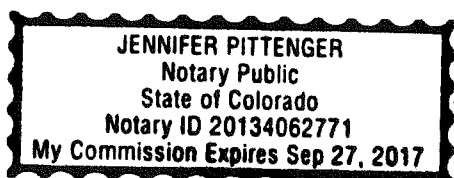
Robert A. Willis, of lawful age, and being first duly sworn upon his oath, states and declares:

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\_\_\_\_\_  
Robert A. Willis

Subscribed and sworn to before me June 24<sup>th</sup>, 2014.

Witness my hand and official seal.



  
\_\_\_\_\_  
Notary Public

**EXHIBIT A**

Bonanza Creek Energy Operating  
Company, LLC  
410 17th St., Suite 1400  
Denver, CO 80202

Estate of Louise McPherson  
c/o Weinberg, Michel & Stern  
106 West Second Street  
Frederick, Maryland 21701

Estate of Harold J. Vance  
c/o Sullins, Johnston, Rohrbach & Magers  
3200 Southwest Freeway, Suite 2200  
Houston, TX 77027

Estate of Harvey G. Avers  
2210 East 4th Street  
Okmulgee, OK 74447

Estate of Ruth McKnight  
809 5th Street  
Kersey, CO 80644

Schneider Energy Services  
3031 1st Ave  
Greeley, CO 80631

Estate of D. D. Shakarian  
27 Spectrum Pointe Drive #312  
Lake Forest, CA 92630

Estate of Jerry C. Evans  
1243 E. 10th St.  
Okmulgee, OK 74447

Estate of Merrill McKnight  
809 5th Street  
Kersey, CO 80644